



**U.N.C.L.E.**

United Network Command for Law and Enforcement

**The Man from U.N.C.L.E.**

**“The Malthusian Affair”**

**Written by**

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An IBIS Production in Association with MGM Television

Executive Producers:  
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REWRITE

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## **THE MALTHUSIAN AFFAIR**

### CHAPTER I

“IT!”

FADE IN:

EXT. N.Y. SKYSCRAPER - NIGHT - ESTABLISHING SHOT

CAMERA PANNING UP the outside of a towering, modern skyscraper at night. Most of the windows are dark.

INT. HALLWAY ELEVATOR - NIGHT

An elevator opens and two men emerge. The black man is about thirty years old (DEAK CARSON) - calm, reassuring as he leads his nervous white companion (BEN BAXTER) to one of the nearby office doors. The plaque beside the door reads: “8888 - U.N.C.L.E. - Inquiries”. Deak hesitates with his hand on the doorknob as he notes Ben looking back fearfully.

DEAK

(reassuring)

Ben — no one knows you’re here.

BEN

(helplessly)

They’d know somehow. Too much

power... too much money.  
Deak... I'm a dead man.

DEAK

(reassuring grin)

When dead men talk so much,  
traditional mythology dictates  
my rejoinder should be,  
"... Feets, do yo' stuff... "

Ben returns the grin, sheepishly, then enters the office, Deak following. CAMERA WHIPS BACK to a door beside the elevator marked "Stairs - Emergency". The door opens slightly. Heavy, mechanical-like breathing is heard. Something almost other-worldly is evidently looking through the open door.

INT. WAITING ROOM - NIGHT - FULL SHOT

A waiting room furnished in modern style. An attractive Oriental RECEPTIONIST sits behind a desk containing a panel of buttons and a T.V set constantly showing a PANNING PICTURE of the hallway. Deak returns the smile of the Receptionist.

RECEPTIONIST

Good evening, Mr Carson.

(at Ben)

Benjamin Baxter?

DEAK

Right. Is Waverly here yet?

RECEPTIONIST

He arrived fifteen minutes ago.

She presses a button. Ben turns, startled, as steel covers slide across the door and windows. The T.V. screen blanks.

DEAK

Easy, Ben. It's the elevator.

BEN

Elevator?

DEAK

This office section is sealed for two floors above and below. It's an elevator, and we're standing in the elevator.

The steel door slides open again, now revealing a corridor... a labyrinth maze of pastel walls stretch away in several directions - many doors etched along the way. Ben looks his surprise.

DEAK

(continuing; leading Ben out)

UNCLE headquarters is tucked away between the eighty-eighth and eighty-ninth floors. A matter of privacy.

The steel door slides shut as Deak leads Ben away. The Receptionist sits quietly for a moment as the room lowers itself to the 88th floor. The steel door slides open, revealing the original entrance door. The Receptionist glances over as her T.V. screen is reactivated and frowns.

INSERT T.V. SCREEN

The outer corridor is dark... all lights off. A vague image hovers before the door.

MED. SHOT - THE RECEPTIONIST

She starts to reach for an alarm button... suddenly the entrance door explodes off its hinges and flies across the room as if struck a giant blow.

The Receptionist cowers as something comes at her. The “breathing” SOUND fills the room. Abruptly she breaks through her frozen terror to reach for the alarm button. An outsized, scale-like, metallic glove smashes down upon her desk with such power that the desk section containing the button is broken off, flying away in splinters. The girl opens her mouth to scream.

CUT TO:

INT. CORRIDOR SECTION - DEAK AND BEN - NIGHT

As they approach a door at the end of a corridor, it opens and NAPOLEON SOLO and ILLYA KURYAKIN come out.

DEAK

Napoleon... Ilya... you're  
working late.

NAPOLEON

Discussions with Afghanistan.  
Unfortunately, this is their prime of day.

ILLYA

(indicates door)  
Tread carefully, Deak. You pulled  
him away from a performance  
of his favorite opera.

Ilya's shrug is eloquent. They both enter a nearby office as Deak opens the door and motions Ben through.

INT. WAVERLY'S OFFICE - NIGHT - FULL SHOT

The office reflects the next century. Furniture is extreme... modern electronics fill a number of bays about the room. One wall is solid glass, overlooking New York from a great height. VICTOR WAVERLY, dressed in a tuxedo, sits in his wheelchair near the window, reading from and humming an

operatic score. He looks up as Deak leads Ben into the room... quickly shoves the score behind his back and scowls at the intruders.

DEAK

Ben Baxter... Mr. Victor Waverly  
... Chief of Section Two.

(to Waverly)

Sorry to disturb your evening, but  
... from what Ben tells me, we don't  
have much time to avert a major tragedy.

WAVERLY

Alright, Deak. I acknowledge your  
sense of responsibility, and Aida will be  
performed again. I hope. So?

DEAK

Sir — Ben is an old university friend...

BEN

(agitated)

The two of us... plus Joe Spaulding  
and Sally Donen were a clique then!  
After graduation, Joe and I went off  
to work with Dr. Wakefield. When  
I found out about this... test, I was  
appalled! I looked up Sally, and she  
put me in touch with Deak...

WAVERLY

(cuts through)

What tragedy don't we have much  
time to avert?

DEAK

The Malthusian Equation... as they  
call their act. Ben and Joe are

bio-chemists, specializing in heart related blood disorders.

WAVERLY

Then it's Dr Elias Wakefield with whom you've been working.

BEN

An absolutely brilliant man! But this — the Malthusian Equation — it's insanity! They've developed the Z factor to achieve it — and the Madman to protect it! And in a few hours they're taking it out of the lab to field test it on the people in the Victoria Resort ... up near Osage...

He breaks of as the door is flung open explosively. The trio spins to see:

REVERSE ANGLE TO INCLUDE THE "MADMAN"

The figure in the doorway is terrifying. It stands almost seven feet tall... encased in a scale-like, metallic covering. The arms and legs bulge against their enclosures - the huge head is sunk low between oversized shoulders - the back is humped. There is no face, the entire head is covered by the metallic-like material with some camouflaged mesh to see through. The figure stands still, breathing mechanically, momentarily taking in the three frozen figures. As Waverly wheels to push a button on his desk, the figure explodes into action - its movements surprisingly lithe for its clumsy appearance. It leaps to Ben's side, picks him up, and hurls him crashing through the window. Waverly's button has set ALARMS SOUNDING. The Monster jumps at Deak as the agent draws a gun. Solo and Illya race into the room, guns drawn as the figure turns towards the broken area of the



window. Deak FIRES down at the figure holding him in the air - Solo and Illya also FIRE. The Monster ignores the bullets as he hurls Deak out of the window.

#### ANOTHER ANGLE

The Monster now turns to the three remaining men. As it starts for Waverly, Illya leaps at it, only to be brushed aside - slammed against a wall by a careless backhand. The figure moves quickly towards the man in the wheelchair. Suddenly Solo throws himself across the figure's path in a low, cross-body block, catching it at ankle level. The Monster trips over him, crashing heavily to the floor. For a moment it writhes clumsily, as if some central source of equilibrium has been knocked out of kilter. In the interim, Illya recovers and grabs Waverly's wheelchair. He pushes it out of the room. Solo rolls to his feet and FIRES twice at the figure on the floor... but it starts to rise.

WAVERLY  
(shouts)

Napoleon... get out! Out!

Reluctantly, Solo backs out of the room into the corridor as the Monster regains its feet.

#### CORRIDOR - ANGLED TOWARDS WAVERLY'S ROOM

Illya, Waverly, and Solo face the door opening as the Monster starts towards them. Solo pushes a door panel and a steel sheet slides across the open doorway, sealing it. They watch the steel bulge under the impact of gigantic blows as the Monster pounds it with super-human strength. It almost seems the steel sheet will be smashed. Two young agents... male - DOV KAPILOFF, female... HELGA THORSTROM... weapons drawn, run up the corridor to join the trio. Illya darts into the nearby office and emerges after a moment

levering a bullet into the chamber of a high-powered rifle. Finally the pounding stops.

MED. SHOT - THE GROUP

They exchange silent, tense looks. Solo nods at Illya... who readies his rifle near the door casing. Solo presses the panel. The steel slides open three inches and Solo presses the panel again to stop it there. They peer into the room.

INT. WAVERLY'S ROOM P.O.V.

It is a shambles. No one is there. Wind blows in through the smashed area.

BACK TO SCENE

Illya and Solo exchange puzzled looks. Solo presses the button and the battered door slides partially open... then jams on the outsized bulges. They all move slowly into the empty room - weapons readied.

INT. WAVERLY'S ROOM - NEAR WINDOW - NIGHT

Solo crosses to the window. He leans out and examines the outer walls. Overhead, the SOUND of a helicopter can be heard. Illya joins him at the window and they both look up.

EXT. THE SKY - HELICOPTER - NIGHT

Dimly seen in the night, a black helicopter is rising from far above, and flying off.

BACK TO SCENE

As they react.

ILLYA

How did he... it... get to the  
roof? There's nothing to hold  
on to!

SOLO  
It made its own holds...  
(indicates)

EXT. CLOSE ON WALL INDENTATIONS

Large, jagged dents have been chopped into the steel beams of the building.

SOLO'S VOICE  
Just banged out grooves and  
climbed!

INT. WAVERLY'S ROOM - NIGHT - FULL SHOT

The wind blowing through the wreckage of the room is the only sound as the group stares about in silent awe.

WHIRLPAN TO:

INT. WAVERLY'S OFFICE - NIGHT - CLOSE ON VIDEO MONITOR

On a Video Monitor, the earlier scene is being REPLAYED...

Deak and Ben entering, introductions to Waverly - etc. CAMERA PULLS BACK from the Video Monitor HOLDING on a FULL SHOT of the office as the video dialogue repeats in b.g. Most of the upset equipment and furniture has been righted... Illya and Helga pick through the debris on the floor, searching for clues as Solo and Waverly watch the video monitor. Dov enters the room, carrying a double handful of personal effects from the bodies of Deak and Ben. He dumps them on a table and picks through them. All eyes go to the video at the point where Solo retreats from the room and the steel door slides shut before the Monster.

VIDEO - MONSTER

The Monster leaps to the steel door. It pounds the steel in fury, denting it. After a moment it stops... whirls around... crosses to the window... moving out of camera range...

BACK TO SCENE

Waverly flips a switch, killing the Monitor. As he wheels to face the others.

WAVERLY

Joe Spaulding... Sally Donen...  
Dr Elias Wakefield — People we  
must find. The Madman... The  
Malthusian Equation... the Z  
factor — what do they mean? Victoria  
Resort... near Oswego what — where?

Dov has been going through the effects. He turns, holding a gas station credit slip.

DOV

Oswego is in Vermont. Benjamin  
Baxter filled a gas tank there two  
days ago.

As they react.

DOV

(continuing)

And another name for conjecture.  
Mogul Industries. Mr. Baxter used a  
company credit card.

SOLO

Mogul! If that conglomerate were  
any larger, it could apply for  
U.N. membership.

Helga turns to them, holding a metallic “scale.”

HELGA

This looks like a scale from  
the skin of that... thing.

Solo takes the “scale”, examines it, then passes it on to Waverly.

SOLO

Let’s have the lab analyze it.

Illya holds out a handful of flattened bullets.

ILLYA

They will find it does this to bullets.

WAVERLY

Yes... well... we can’t wait for  
any of that. This “test” in “The  
Victoria” — whatever —  
apparently will occur at any  
moment. Mr Solo... to Vermont!

SOLO

I’m on my way.

WAVERLY

Mr Kuryakin had best accompany you.

Illya moves to join Solo who glances at the flattened bullets.

SOLO

We’ll stop by the armorer for  
gas grenades.

Illya shrugs in helpless agreement. As they start for the door.

WAVERLY

Gentlemen...

They hesitate.

WAVERLY

(continuing)

Be very... very... cautious.

SOLO

I promise.

They exit.

WAVERLY

(to Dov)

Mr. Kapiloff... activate our library computer, please. See what you can discover about the present situations of Joe Spaulding and Dr. Elias Wakefied. Also... the meaning of The Malthusian Equation. And, what is a Z factor?

(to Helga)

Thorstrom... someone must visit this Sally Donen. What transpired today between herself, Deak Carson and Benjamin Baxter?

HELGA

Yes, Sir.

As she crosses to the doorway, Dov goes with her.

DOV

I believe we should exchange assignments, Helga. A woman will be much more cooperative with a man.

HELGA

Oh, Dov! Why do all you Israelis  
think you're such great lovers?

DOV

(innocent, modestly)  
Oh, not necessarily great. But  
adequate... certainly...

They are gone. Waverly wheels his chair to survey the  
wrecked room. He picks up the "scale" thoughtfully.

WHIP PAN TO:

INT. SALLY'S APARTMENT - NIGHT - CLOSE ON PHOTO

A photograph in an open album... four college students,  
toasting beer mugs aloft. They are Ben, Deak, Sally Donen  
and Joe Spaulding... ten years ago.

SALLY'S VOICE

(O.S.)

They called us the Three Musketeers  
and D'Artagnan... D'Artagnan  
being yours truly, of course...

CAMERA PULLS BACK to HOLD on FULL SHOT of Sally's  
apartment... a small, smartly furnished single with a kitchen  
separated by a bar. A large variety of cosmetic products are  
strewn all over the place. The album lies open on the bar  
beside a bottle of whiskey and two kitchen glasses. SALLY  
DONEN, a woman of thirty, still manages to look attractive  
despite a robe over nightgown and sleep ruffled hair. She  
stands on the kitchen side while Helga leans over the  
counter from the Living Room area to study the photo. Sally  
downs the whiskey in the glass through:

HELGA

Baxter came to you yesterday,  
asking for the whereabouts of Deak?

SALLY

(coughs)

Sorry... I don't drink like this.  
But then I don't get wakened at  
three in the morning with news like...  
(waves at photo)

I hadn't seen Ben in... oh, six -  
seven years. Not since he went off  
to work for Mogul. And the letters  
stopped when he was transferred  
to Texas. So, it was a surprise when he  
showed up where I work...

HELGA

Where you work, Miss Donen?

SALLY

"Beautiful Lady Cosmetics".  
New Products laboratory.  
(waves at cosmetics, pours drink)  
Ben was — desperate to find Deak.  
Well, I see Deak around occasionally.

HELGA

Did you bring them together here?

SALLY (nods)

They met — whispered a while  
— then left.

HELGA

What did you and Baxter talk  
about before Deak arrived?

SALLY

"How are you?" "Fine." "How come



you're not married?" "No right man at the right time in the right place! How about yourself?" "No chance. Too busy." "How's Joe getting on?"

HELGA  
"Joe" Spaulding?

Sally nods.

HELGA  
(continuing)  
And the answer?

SALLY  
"Fine." I knew he was really distracted to let it go at that.

HELGA  
Let what go?

SALLY  
(not at ease)  
Oh, nothing. It was kid stuff, really, Joe and me... back in college, I mean. You know... boy-girl... abiding passion, graduation, and goodbye...  
(breaks)

Look — I don't know anything! One old college buddy asks me to put him in touch with another! I do it! The end!

Helga rises... nods thoughtfully.

HELGA  
I see. I am sorry to have had to disturb you with this news, Sally.  
Thank you for your help.

SALLY

Sorry I can't offer more. We really all lost touch. Joe should be of more help. He worked with Ben.

HELGA

At Mogul?

SALLY

One of its subsidiaries. The Twenty First Century Projections Group. They were recruited with Dr. Wakefield.

HELGA

Oh, you also know Elias Wakefield?

SALLY

Sure. He chaired our department. Ben and Joe, even as under-graduates, were assisting Wakefield in his research. Trying to help him prove out the Z factor.

As Helga reacts:

WHIP PAN TO:

CLOSE ON HELGA - DAY

As Helga reacts:

HELGA

Z is a piece of genetic material in the bloodstream.

CAMERA PULLS BACK to a FULL SHOT revealing Waverly's office — sunlight streaming through the windows where several men work at replacing the shattered glass. Helga is earnestly explaining to a thoughtful Waverly.

HELGA

At least Dr. Wakefield believed he had discovered some part of a new chromosome that he called 'Z'!

WAVERLY

We all have X and Y chromosomes in our blood. But I've never heard of a 'Z'!

HELGA

According to Wakefield — the Z is an infinitesimal bit of DNA material attached to the X chromosome — and exists in only about one in five people. It can't be seen, but he was positive it's there because of certain... characteristics.

WAVERLY

Characteristics?

HELGA

According to the doctor, those with the Z factor are immune to blood related heart diseases such as pressure, et cetera.

Waverly frowns thoughtfully as he evaluates this. Dov enters, briskly as usual, carrying a folder.

DOV

I know what is The Malthusian Equation!  
It refers to ...

WAVERLY

... to the theories of Thomas Robert Malthus — who in the seventeen nineties postulated that mankind constantly out breeds his food sources — and that if birth controls are not instituted, natural forces such as famine or war will cure

the imbalance. However, Mr. Kapilorf, this does not tell us what is this reference to an Equation.

DOV

(face falls)

I do not know.

(brightens, shows "scale")

But the lab report on this shows it to be made of Chubb steel. This is a new, lightweight metal developed by the British for tanks.

So... what did this...

(indicates room)

... was merely someone or something wearing a suit of Chubb armor plate.

HELGA

Merely ...?

Dov shrugs elaborately. He places the file on the desk before Waverly.

DOV

Here are backgrounds on Dr. Elias Wakefield and Joseph Spaulding. Up to three years ago they worked in laboratories of Mogul Industries' medical division. They were then transferred to a subsidiary in Dallas, Texas, called "Twenty First Century Projections". A sort of private enterprise think tank. From that day on, nothing is known.

Waverly rolls his wheelchair over and thoughtfully watches the Chameleon change colors again.

HELGA

We are then — nowhere.

WAVERLY

Until we hear from Masters Solo  
and Kuryakin. They should be  
at the resort by now.

WHIP PAN TP:

EXT. MOUNTAIN ROAD -DAY -FULL SHOT - CAR

A car races over a twisting mountain road that cuts through  
a dense forest .

INT. CAR - DAY - SOLO, ILLYA

SHOOTING THROUGH WINDSHIELD to road ahead. Solo is at  
the wheel, Illya beside him. Illya is looking at a road map.

ILLYA

There is a stream... and just  
beyond it... Victoria Resort.

SOLO

Over that bridge, I imagine ...

On the road ahead, a small...rickety bridge is seen, crossing  
a lazy stream. A man (DARRLY BLASINGAME) stands on the  
bridge, leaning against the rail as he casts a fishing line into  
the water. A large Doberman lies behind the man in the  
middle of the bridge, blocking passage. Solo hits his HORN  
as he approaches. The dog ignores him...the man winces at  
the disturbance without turning, his concentration focused  
on the river. Solo taps his HORN again. No reaction. He  
slows... and stops, the bumper a few inches from the stoical  
dog.

EXT. BRIDGE - DAY - FULL SHOT

The Man is middle-aged, with a two day stubble of beard. He is dressed in denims, topped by a broad brimmed western hat. The clothes look worn and comfortable — but not patchy or poor. As he concentrates on reeling in his line, Solo and Illya disembark from the car. Illya cautiously moves across the bridge, his eyes taking in the surroundings as Solo, after a look at the dog, moves to the Man's side.

SOLO  
Excuse me...

He breaks as the Man waves for silence... concentrates on reeling in his line. Illya returns, exchanging a look with Solo... then continues to warily examine the terrain. The Man lifts a struggling fish over the rail and drops it into a net as Solo kneels beside the stoical dog. Solo reaches out a hand to pet the dog... stops as it SNARLS, low in its throat. The Man talks as he concentrates on releasing the fish... holding it up for examination.

MAN  
(Texas accent)  
Blueboy don't like to be touched.

SOLO  
Does he mind being run over?

MAN  
Neither of us'd go for that.  
(shows fish)  
Look at that! Been here near half an hour and all I get's one nub... not hardly two chaws there.  
(tosses fish back)  
01' stream's fished out... dirtied out ... plain killed. Too many people taking out too much — putting back nothing.  
Going to stay at the resort?

SOLO

Perhaps. How's everything there?

MAN

Even more quiet than usual. S'pose that's what you're here for. Peace and quiet.

SOLO

(nods)

That's certainly what we're hoping for.

MAN

(to dog)

Get out of the man's way, Blueboy.

The dog rises immediately and moves to the man's side.

SOLO

Thank you

He exchanges another look with Illya as they both reenter the car. Solo shifts into gear, drives the car across the bridge and disappears into the forest beyond. Unhurriedly, the Man reaches into his fishing bag and brings out a small walkie-talkie. He flips a switch and lifts it to his mouth.

MAN

Trouble driving in. Pass the word to The Madman ...

FREEZE FRAME

FADE OUT.

END OF CHAPTER 1

Chapter II

"THE PLAYGROUND OF THE DEAD"

FADE IN:

EXT. RESORT ROAD - CAR - DAY

P.O.V. THROUGH WINDSHIELD as they drive. The car moves slowly. The panorama of a golf course unfolds. It is deserted.

INT. THE CAR - SOLO, ILLYA

As Solo drives, Illya frowns.

ILLYA

Where are the vacationers?

Solo reacts to something.

SOLO

There!

P.O.V. THROUGH WINDSHIELD - BODIES

At the edge of the golf course, two bodies are seen sprawled face down, near a golf cart. Their clubs lie nearby. The car drives to them.

EXT. EDGE OF GOLF COURSE - THE CAR - DAY

Solo brakes the car and jumps out quickly, Illya erupting from the passenger's side. They cross to the two figures.

CLOSER ANGLE

Illya scans the area suspiciously as Solo kneels to check a body. The man is obviously dead. Solo reaches and rolls the figure over. He backs off... shocked. Illya, glancing down — freezes in horror.

CLOSE ON MAN'S FACE

The dead man's skin is transparent — the inner body structures visible as in a plastic model.

BACK TO SCENE



ILLYA  
His skin...

SOLO  
...transparent.

ILLYA  
The other?

SOLO  
The same.

ILLYA  
It can't... How?

#### INT. CAR - THROUGH WINDSHIELD

They exchange grim looks — then both turn to stare towards the O.S. resort. Something catches Solo's eye. He moves to the bushes near the car.

#### NEAR CAR

Illya follows, watching as Solo bends to pluck something out of the bushes. They find themselves examining an aerosol type of can, with a clocklike device, a lever depressing the topped aerosol cap.

SOLO  
That's a timer — set for five o'clock  
... automatically depressed the lever  
and released a spray ...

ILLYA  
(at bodies)  
Catching a couple of early morning  
golfers.  
(at canister)  
If that is the thing that caused...  
(at bodies)... that — we may now

be contaminated.

They exchange another wary look.

SOLO

Let's hope we don't finally get  
to see through one another.

ILLYA

Where are the rest of the people?

They hesitate, then return to the car. Solo gingerly carrying the canister. Solo shifts into gear and they drive on.

INT. THE CAR - P.O.V. THROUGH WINDSHIELD

As they drive, passing the empty tennis court — the empty swimming pool — approach the area of cabins. No one is in sight. The silence is oppressive.

EXT. RECEPTION AREA - THE CAR - DAY

Solo drives the car up to the exterior of the reception cabin and gets out, leaving the motor idling. Illya reaches into the back seat and lifts out two musette bags before exiting. He tosses one of the bags at Solo, nodding significantly. They shoulder sling their bags as they look around at the silence. Cautiously, they make their way to the entrance of the reception cabin. Just before he enters, Solo draws his gun. Illya pulls his gun and follows.

INT. RECEPTION AREA - DAY- ILLYA, SOLO

This is a large area, with a reception desk setup amidst rustic decor. A couple of doors lead to the rear and to another small room, off. Solo and Illya enter warily... to find no one. They exchange looks, then step carefully into the room. Illya kicks another of the canisters, setting it rolling across the room. Solo is startled, then freezes as he sees.

## FROM BEHIND RECEPTION DESK - A MAN'S LOWER TORSO

Across the room the lower torso of a man's body extends from behind the desk. Solo quickly crosses and looks down at the figure lying there.

## NEAR DESK AREA - SOLO, ILLYA

Illya crosses to the opposite end of the reception desk as Solo stares down at the transparent features of the body behind the desk. They exchange a look.

ILLYA

Everyone... do you think ...?

He breaks as a muffled sob is HEARD from the doorway of the small room off to the side. Both men tense. Guns ready, they quickly cross to the door. They ready themselves before it.

SOLO

Come on out... keep your  
hands in sight!

No response. The muffled sob is HEARD again. Solo lifts a foot and abruptly kicks the door open. Before he can move, a large man (CARL ADAMS) charges desperately out at him, followed by a second man. Solo steps aside, tripping Carl up so that he crashes to the ground. The second man freezes at the sight of Illya's gun. Both men look at them in wild-eyed desperation. Illya's gun threatens.

ILLYA

Don't!

SOLO

Just... take it easy.  
(to door)

Come on... the rest of you.

As they watch, three young women emerge — all of them terrified. One of them (JOAN FIELDING) has trouble keeping herself from breaking down as she stifles a cry.

SOLO

(continuing; soothing)  
Easy now... don't be afraid  
of us. We just arrived ...

Carl springs to his feet, crouching warily, ready to fight.

ILLYA

Who are you people?

CARL

(warily)  
You... you aren't with them?

SOLO

We're not with anyone. What  
happened to him?

He indicates the body. Before anyone can answer, the distant SOUND of a helicopter engine coughs, then starts up.

ILLYA

That's a helicopter!

CARL

It brought that... thing!

The door at the rear crashes open and The Madman stands there.

ANOTHER ANGLE

Terrified reaction. The two men and two of the women run towards Solo and Illya. Joan, the girl most frightened, faints, falling to the ground. The Madman immediately steps

towards her. Illya FIRES, then realizes the uselessness of his gun and holsters it. Through this, the Madman stoops, picks up Joan, and tosses her across one shoulder as if she had no weight.

ILLYA  
Gas mask!

SOLO  
(to others)  
Get out! Run away... hide!

The remaining men and women race out of the front door, disappearing outside as Solo and Illya fumble in their musette bags. They yank out gas masks which they slip over their features. Solo grabs a gas grenade from the bag, pulls the pin, and hurls it across the room. The grenade pops, spewing clouds of gas into the area. The mechanical SOUND of The Madman's breathing continues as it turns, seeking them through the thick smoke. With one hand it picks up a heavy chair and hurls it across the room at them. Solo and Illya scuttle out the door.

EXT. RECEPTION AREA - DAY - FULL SHOT

The idling engine of a helicopter can be HEARD nearby . The four survivors are racing away, disappearing in the landscape as Solo and Illya dive out of the door and separate. Solo runs towards the idling car as Illya races to the edge of a nearby building. They tear off their gas masks as they go.

SOLO  
The gas doesn't affect it!

A moment and The Madman bursts from the door, Joan still slung over a shoulder, unconscious. The huge head turns, taking in the two retreating agents. The Madman drops Joan

back on the floor of the room, then steps out, moving after Illya.

NEAR CAR

Solo dives into their car. Down the street the Monster starts to walk towards Illya who backs away, scrabbling in his musette bag after something.

INT. CAR -THROUGH WINDOW - THE "MADMAN"

Solo starts the car, floors the pedal. The car hurtles towards the monster. It turns to face the approaching vehicle — hands held forward in anticipation. Solo opens the door, readying to jump.

EXT. - DAY

Just before the car reaches the "Madman", Solo leaps out, rolling away. The car runs into the outthrust hands of the "Madman" — and jolts to a stop, driving it back three or four steps. It grips the bumper, lifts, and hurls the car over onto its back, wheels spinning in the air. Solo, sprawled in the dirt, looks up in despair as Illya darts to his side. The "Madman" starts towards them. Illya yanks a concussion grenade from the bag. He pulls the pin, then drops beside Solo.

ILLYA  
Flatten!

THE "MADMAN"

The grenade EXPLODES before it. The "Madman" is thrown back heavily.

ILLYA  
I brought concussion grenades.

SOLO

That was a very good idea.

As they start for the fallen monster, it moves, sitting up abruptly. They hesitate as it struggles to its feet facing them. It has difficulty in using its left arm and leg.

SOLO

(continuing)

Stay back! It's only damaged!

The "Madman" moves back to the doorway, reaches in to lift out Joan and sling her across his shoulder. Dragging the left foot, he scuttles quickly down the street. Illya and Solo go after him, Illya reaching another concussion grenade from his bag. The "Madman" turns a corner, scuttling out of sight. The two agents follow.

EXT. THE FIELD -DAY - HELICOPTER

Solo and Illya round the corner to find an open area about fifty yards away. The black helicopter sits there, its blades whirling as it idles. The "Madman" scuttles towards the helicopter. Two men stand outside the helicopter, loading a couple of "body bags" (coroner's bags for bodies) aboard the helicopter. They are dressed in white coveralls. One of them (JOE SPAULDING), a strong-looking, handsome man of about thirty, runs to help the "Madman" make it to the helicopter. The other pulls a modern burp gun from the helicopter, turns and FIRES a burst towards Solo and Illya.

EXT. NEAR CORNER -DAY - SOLO, ILLYA

The two agents dive back around the corner for protection. A bullet grazes Illya's arm. He loses his grenade bag. Solo, after ascertaining that Illya is not badly hurt, draws....his gun and scampers back to the corner. He peers around to see:

EXT. THE HELICOPTER - DAY - P.O.V.

The covered men are aboard the helicopter. The man with the burp gun is helping to pull the partly disabled "Madman" aboard as Joe drags the limp figure of Joan into the interior. The helicopter starts to rise from the ground.

BAK TO SCENE

Solo steps out of his cover as the helicopter lifts rapidly into the sky. A moment, and the black craft has turned and is beating away. Illya moves to join him. As they watch the helicopter disappear from sight:

ILLYA

Napoleon... what do you suppose  
that... that thing came here to do?

Solo looks around at the silent cabins.

SOLO

The same thing we will have to do.  
(exchanges a look with Illya)  
Take home specimens!

WHIP PAN TO:

INT. RECEPTION AREA - DAY FULL SHOT

Solo is questioning Carl near the desk as the other three survivors sit to one side, subdued. Behind the desk, Illya is using a communicator (a cigarette-case-like device with wires which are held to an electrical outlet by a small suction-cup) as he talks to headquarters.

CARL

... some sort of drawing. Sort of  
a company lottery. The winners got a  
week's vacation at the Victoria Resort.  
(looks around bitter)  
Vacation!



SOLO

All employees of Mogul Industries in this country were eligible... regardless of which subsidiary you worked for?

CARL

That's what they told us. We got in here day before yesterday. First day was swell. Told us we could do anything we wanted. Gave us our flu shots and turned us loose.

SOLO

Flu shots? At this time of year?  
There's no flu going around.

Carl grins wryly as he stretches an arm that still hurts from the shot.

CARL

It was some sort of foul up...  
cause they called it off after a  
few of us got the shot.

A thought strikes Solo. As he turns to the others, Illya has completed his call and starts back into the room. As he comes, Illya kicks something which rolls across the floor. He picks it up. It is another of the canisters. Through this:

SOLO

Did any of you get this flu shot?

The other three exchange looks - then nod at each other.

A WOMAN

We all did.

Solo looks thoughtfully over at Illya who approaches, holding up the aerosol canister meaningfully. Solo nods... turns back to Carl.

SOLO

So, then... everything was fine when you all went to bed last night. And when you got up this morning, you found that?

He indicates body.

CARL

(shudders)

It was... horrible. Every cabin... everybody ... skin like that! Just the... five of us were still okay. We tried to phone for help... but none of the lines worked.

(at Illya)

How did you talk to anybody with that thing you carry?

ILLYA

(pocketing communicator)

It doesn't need phone lines. Our people are on their way to take over here. Tell us about the helicopter.

CARL

(shudders)

Landed 'bout an hour ago. We— the five of us — all that was left — we thought, here comes help. Ran to it... and that... thing jumps out ...

He breaks, covers eyes.

SOLO

You ran away, and were trying to hide when we found you.

CARL

We could see it... moving around... taking bodies back to the chopper. But it was looking for us! We knew it! And it got Joanie.

SOLO

The other girl with you?

Carl nods, broken.

SOLO

(continuing)

Alright. You're alright now. Try to take it easy. We'll have you out of here soon.

Solo moves away to join Illya as Carl stumbles back to drop near the other survivors.

MED. SHOT - SOLO AND ILLYA

They exchange grim looks. Illya raises the canister and they both look at it... then at each other.

ILLYA

These are all over the place. They appear to have been spread about last night.

SOLO

Dispersing their contents throughout the resort at five o'clock this morning. Why hasn't it affected us?

ILLYA

More puzzling. Why hasn't it affected them?

CAMERA TURNS and PANS OVER to the huddled group of four frightened survivors.

WHIP PAN TO:

INT. WAVERLY'S OFFICE - DAY - WAVERLY, SOLO

The office has been restored. Solo and Waverly are watching a large data processing screen upon which a list of statements are being rapidly typed:

“DATA - THE MALTHUSIAN AFFAIR”

“THE MALTHUSIAN EQUATION???”

“MOGUL INDUSTRIES... TWENTY FIRST CENTURY PROJECTIONS!!!!”

“THE Z FACTOR... VICTORIA RESORT TEST???”

“BENJAMIN BAXTER”

“JOSEPH SPAULDING”

“DR. ELIAS WAKEFIELD”

“THE MADMAN???”

Illya, buttoning his shirtsleeves, enters as the final line is typed onto the screen and the chatter stops.

ILLYA

Any conclusions?

SOLO

Only questions.

WAVERLY

I take it your physical, like that of Mr. Solo, shows no unusual symptoms?

ILLYA

Nothing superficial. Has any of this gotten out to the newspapers?

WAVERLY

We've clamped a lid on to avoid panic. The four survivors are being examined and debriefed.

DOV enters, carrying a clipboard with charts.

DOV

Autopsies are finished.

(looks at chart)

There were forty-seven bodies at the Victoria Resort. All died from — heat prostration effect.

The others exchange puzzled looks.

WAVERLY

Explain that, Mr. Kapiloff.

DOV

Their skin pores had swollen to the point or transparency - and sealed closed. Body heat could not dissipate. They died almost instantly.

WAVERLY

What caused it?

DOV

(looks at charts)

We don't know. But... their blood chromosomes are strange... alien in part. None of our technicians are familiar with it.

SOLO

The Z factor?

Dov shrugs.

SOLO

(continuing)

The four survivors blood?

DOV

Something is there, too. Our lab would never have noticed if they hadn't been looking for similarities to the victims'

symptoms. Minute particles of this — Z  
substance appear to hide behind the  
dominant X chromosomes.

(to Illya and Solo)

By the way it shows up in your  
bloodstreams, too. It was never there  
in your previous checkups.

Solo and Illya exchange a look. Solo swallows.

ILLYA

Oh? Any theories?

DOV

The feeling is that the aerosol cans  
released some sort of... non-reproducing  
virus. They did their work and died. You two  
arrived while traces or the infection lingered  
in the air and were infected.

SOLO

Infected — but not affected. Why?

DOV

You two — the survivors... why? The injections  
they were given were definitely not flu shots.  
We suspect that whatever it was, it is the reason  
they survived. Why you two did, we don't know.

ILLYA

But we do know all those at the resort  
were employees of Mogul Industries. And the  
company had their medical records.  
I believe they were selected carefully  
to be a part of this... experiment.

SOLO

Mogul Industries screams for some attention ...

Helga has entered, carrying an ornate folio.

HELGA

And publicity! For they are holding a stockholders' meeting and company convention in New York at this moment.

ILLYA

Including personnel from their Twenty First Century Projections Group?

Helga looks at folio contents.

HELGA

Yes... "exhibits are from the Twenty First Century Projections Group in Dallas, Texas. Talks by Benjamin Baxter and Joseph Spaulding ..."

ILLYA

(thoughtfully)

They left their chief, Dr. Elias Wakefield, back in Dallas to mind the store.

WAVERLY

It might be interesting for you to go to Dallas and have a look at that store, Mr. Kuryakin.

ILLYA

Yes, sir! I will leave after this meeting.

SOLO

How long will the others be in town?

HELGA

(looks at folio)

It closes out tonight with a formal affair. A party for financiers, division heads, politicians, foreign envoys, the lot!

SOLO

See that I'm on that guest list!

DOV

To what avail? This is a public show?  
No secrets will be on display.

SOLO

But it does offer a fine opportunity  
to infiltrate someone into their  
inner group.

WAVERLY

Whomever do you have in mind, Mr. Solo?

SOLO

(to Helga)

What was that in your report about the  
"... three musketeers"? And the lady they  
referred to as "... D'Artagnan ..."?

He taps the reference on the screen to "Sally Donen".

FREEZE FRAME.

FADE OUT.

END OF CHAPTER II

CHAPTER III

"THE WAR OF THE ANTS"

FADE IN:

INT. HALLWAY - DAY - SALLY

Sally stands in the hallway, arms laden with grocery bags as she unlocks her door. She opens it and enters.

INT.SALLY'S APARTMENT - DAY - SALLY



She stops in surprise as she sees the room

REVERSE ANGLE - SOLO, WITH SALLY IN F.G.

The room is filled with clothes. There are two large, wheeler racks — one containing evening gowns and the other loaded with furs. Stacks of shoe boxes and purses are piled over the area. Solo sits, studying a long line of lipsticks he has arranged on the countertop from an open box of cosmetics. He rises to take her bundles as she draws away from him.

SOLO

Shopping, eh? I started to worry about  
your coming home from work so late.

SALLY

What... what are you doing here?  
Who are you?

SOLO

Napoleon Solo. Did you bring all  
those lipsticks home to test?

SALLY

(outraged)

You get out of my apartment! And  
... and take all this junk with you!

She starts to slap at the racks... hesitates as her hand  
brushes an exquisite fur.

SOLO

Oh, yes... let me explain about the clothes ...

She darts over to grab the telephone.

SALLY

You can explain to the police!

SOLO

If you insist. Nine...nine... nine.

She had been fumbling at the numbers. Her mouth tightens at Solo's suggestion — but she punches the “nine” three times. When she has a connection:

SALLY

(into the phone)

There's a man in my apartment!

(listens)

He's here... now! He broke in!

Says his name is Napoleon Solo...

(breaks, listens)

No... he hasn't taken anything — yet!

He just moved in...

(eyes racks, listens)

Well... what do you mean, “listen to him!”? Dammit — this is my apartment!

A strange man is here... !

SOLO

(murmurs)

Oh... not that strange...

Sally is reacting in outraged confusion to the phone.

SALLY

Say... this is the police emergency

I'm talking to?!

(listens)

Now listen... you get someone

over here right away or I'll...

I'll... do something!

She slams the phone down in frustrated rage.

SOLO

Sally — your friend, Deak, was a member

of an organization we call "Uncle". Helga Thorstrom, who visited you last night, is also a member. As I am. We need your help. Desperately.

SALLY

(more controlled)

That doesn't give you the right to break into my apartment and scare me half to death!

SOLO

I didn't mean to scare you... but you must go to a party tonight...

(waves at clothing)

... and I wanted you to have a selection at hand to look your best. Everything will fit, I assure you. The white Corregge, I think... or the blue Givenchy...

SALLY

(interrupts, angry again)

How dare you know my sizes? I mean ... listen... I'm not going anywhere! And you can take all this and ...

She has gathered up an armful of the dresses, but can't quite bring herself to throw them to the ground. Lamely, she tosses them onto a couch.

SOLO

Sally... two of your friends have been killed! A vacation resort was wiped out last night! You may be the only one who can stop this affair before it goes any further!

SALLY

How could I stop anything? I don't even

know what you're talking about!

SOLO

I'm talking about Ben Baxter's research into the Z factor. With your other friends, Joe Spaulding and Dr. Elias Wakefield.

(a beat)

Bio chemistry is also your field, isn't it?

SALLY

But my work is related to beauty products. All I know of the Z factor is Wakefield's theory of its existence.

Solo holds the lipsticks, one at a time, up to Sally's face, checking for the best match. Through:

SOLO

Seems to be more than a theory now. I hear you and Spaulding once had some sort of — relationship.

SALLY

(reddens)

Wouldn't mean a thing to either of us these days.

SOLO

Probably not. Still - let me suggest a scenario for this evening.

(focused on lipstick tests)

Baxter — in town — looked you up. Invited you to an affair this evening at his company headquarters. He's to meet you there. You...

(indicates clothes)

... have done well, and can afford the best. However, bored with your last position — you quit...

(through her protest)

... and are open to an offer. Baxter had suggested something interesting at Twenty First Century Projections. Now... looking absolutely ravishing, you go to this affair tonight — unaware that Baxter is dead. And... by the way ...

He has found a ladies wristwatch in his pocket. He captures Sally's wrist and is strapping it on before she fully realizes what he is doing.

SOLO

(continuing)

Nearly forgot! Don't take this off!

SALLY

I don't want this! I've got a perfectly good watch that I never bother to wear!

SOLO

This perfectly good watch has a built in extra. It always tells me where you are.

He holds out his arms and shows her his watch.

INSERT - SOLO'S WATCH

He reaches to his wristwatch and presses a button on the edge. Immediately the second hand springs loose... wavers back and forth... then points towards Sally.

BACK TO SCENE

As Solo moves his arm about Sally, the second hand keeps pointing in her direction.

SOLO

Your watch sends off a directional signal that mine homes in on. Good for up to twenty miles...

(reacts to time)  
Oh... say... in nine minutes the beautician,  
hairdresser and manicurist will be here. We'd  
better make our selections ...

He looks over the dresses on the rack. Sally hesitates —then  
makes a decision.

SALLY  
(firmly)  
Look — fella — there is no way in the world  
that you're gonna talk me into putting on  
any of that stuff or going anywhere tonight!

WHIP PAN TO:

EXT. THE MOGUL SKYSCRAPER - NIGHT - SALLY

Sally is emerging from a Mercedes Coupe. She looks  
exquisite, and expensive. The Attendant holding her door,  
jumps into the driver's seat and Whips the car away. A  
chauffeured vehicle follows into the vacancy. Sally steps to  
the sidewalk and hesitates, looking at the building.

EXT. A MODERN SKYSCRAPER OF UNUSUAL DESIGN

The entrance area is kleig lit, red carpeted, and bustles with  
security guards and guests entering in evening dress.  
There's a feeling of wealth and power about the setting .

BACK TO SCENE

Sally takes a deep breath, steeling herself... .then walks  
toward the entrance. CAMERA PANS her to the entrance of  
the building where she hands an invitation to the Security  
Guard holding the door open for her.

CUT TO:

INT. THE LOBBY - NIGHT - FULL SHOT

Sally walks through a large, open area which has been converted into the setting for an affair. A number of displays are spread throughout the place, showing various projects and products of Mogul's subdivisions. Some are charts or graphs, others show drawings of future developments, or samples of products. A huge map dominates one wall marked by circles stamped with the Mogul insignia to show the company's holdings... mines in Africa — oil in Texas, Oklahoma and Indo China — acreage in South America — shipping lines throughout the world — plants in Europe, Canada and the U.S.A., etc. There are tables with hors d'oeuvres, a number of bars, and an area for dancing where a small band plays MUSIC from the forties. It is a multi-national crowd — much wealth and power on display — a number of military figures, all of high rank. As Sally passes through the crowd, she draws admiring looks from the men. She hesitates near a bar, uncertain of her next move.

MED. SHOT - SALLY, SOLO

A man at the bar, his back To Sally, turns and we discover it is Solo. He holds two glasses of champagne, one of which he offers to the surprised girl. He leads her away from the bar. CAMERA GOING WITH THEM.

SOLO

My name is Napoleon Solo. You seem to be looking for someone, Miss... uh... ?

SALLY

(flustered)

Uh... Sally... Donen. I was to meet a friend here. Ben Baxter. Do you know him?

SOLO

No, but I'm very good at finding things. This is a very fine champagne. Good year. Dry... just enough hint of fruitiness ...

They are passing a display case... drawings and models showing the evolution of a medical research project through to a new concept of industrial usage. It shows the early development of the prosthesis — mechanical arms and legs — through to the latest powered models — then on to an area labeled “21st Century Group-Projection,” showing a drawing of men wearing outer arm and shoulder harnesses, manually unloading a cargo ship, carrying large cases between them — the harnesses labeled “Manual Aid Device”. Sally’s eyes dart over the crowd. Suddenly she reacts to someone she sees off.

SALLY  
Joe...

P.O.V. - JOE, GROUP

Joe Spaulding stands in the midst of a cluster of men and women his age. They are laughing, joking. He looks more commanding in evening clothes than he had in the white coveralls at Carthage.

BACK TO SCENE

SOLO  
So that’s a Joe Spaulding. Again.

SALLY  
I thought you didn’t know him.

SOLO  
Not by name. I ran into him this morning  
in Vermont... collecting specimens.

SALLY  
What... what do I do now?

SOLO  
Stand still. The rod doesn’t go after the



lightning. The lightning comes to the rod.

He moves quickly away. Sally half turns to follow — controls herself — shrugs — and turns to examine a nearby display as she sips her champagne.

JOE IN F.G. - ANGLED TOWARDS SALLY IN B.G.

Joe talking to his group, breaks off as he has spotted Sally. He stares at her... then:

JOE  
'Scuse me...

He pushes through the crowd and crosses to Sally.

MED. SHOT - SALLY AND JOE

As Joe comes up behind Sally, he examines her in delight. She turns to discover him. He embraces her.

JOE  
As I live and breathe - and I  
do both. It is the Gascon!

SALLY  
Joe! It is you!

JOE  
You'd prefer Robert Redford, no doubt.

They both laugh warmly.

SALLY  
Never! Handsome men never  
attracted me.

JOE  
Now how do I field that one?  
SALLY — how the hell are you?

SALLY  
More than tolerable. Joe, you look  
marvelous. What have you been doing?

JOE  
It'll take days to tell you... and I  
mean to take the time.  
(stops, puzzled thought)  
What... are you doing here?

SALLY  
Ben invited me. He stopped by  
yesterday. He was to meet me here ...

She pretends to look around. Joe loses his grin — then  
covers.

JOE  
Oh... Ben went to see you?

SALLY  
Of course. I mean — why not?

Joe recovers. He takes her arm and starts to lead her towards  
a corner where there are tables set.

JOE  
Yeah — naturally. It's just — Ben  
had an accident ...

SALLY  
Accident...?

JOE  
He fell from a...  
(breaks, tugs her along)  
Come... sit down and I'll tell  
you what I heard. It's a shook.

She pretends confusion and worry as he leads her away.

#### ANOTHER ANGLE

Solo surreptitiously watches them cross towards the tables. His glass is empty. As he starts to turn away, a short, mild looking man dressed in a black suit with a Western string for a tie appears at his side (POGEY). The little man holds an open bottle of champagne and proceeds to fill Solo's glass.

SOLO

Well, thank you.

POGEY

(he stutters)

Mr. Blasingame noticed your glass was empty.

He gestures towards a man who stands studying the ant colony display case. Solo looks over.

#### P.O.V. - BLASINGAME

Dressed in a tuxedo, DARRYL BLASINGAME is still recognizable as the man who had been fishing from the bridge before Carthage. He glances back towards CAMERA, winks engagingly, then turns back to the display.

#### BACK TO SCENE

SOLO

(reacts)

Mr. Blasingame. Now where have  
I heard that name before... ?

POGEY

(shocked)

Why... everyone knows Mr. Darryl  
Blasingame is President and Chairman  
of the Board of Mogul!

SOLO

Tsk tsk. No one told me.

Drink in hand, he crosses towards the ant display area.

Blasingame stands before a long display case which contains various species of ant colonies in sand, separated by plastic panels. There are dates under each colony ("YEAR - 1000 B.C., YEAR - 1, YEAR - 1000 A.D., YEAR - 1500, YEAR - 1800, YEAR - 1900, YEAR - 1950, YEAR - 2000, YEAR - 2050") and the numbers of the ants increase from sparse to the last group of black ants which crush each other in the available space.

The sign over the case reads "21ST CENTURY PROJECTIONS - THE MALTHUSIAN EQUATION - WORLD POPULATION IN RATIO TO FOOD SUPPLY". Solo sips his drink as he moves to stand beside Blasingame. They talk as they watch the ants. Pogey follows and hovers at a respectable distance.

BLASINGAME

You do get around son.

SOLO

You don't do badly yourself. The fish weren't biting. Mr. Blasingame?

BLASINGAME

Darryl's the handle that shakes this pump. Speaking of which, where'd you get a name like Napoleon?

SOLO

Mother dreamed large dreams.  
You know my name?

BLASINGAME

It was on the invite you handed over at the door. Counterfeiting

ain't nice, son.

SOLO

Sorry. When your invitation didn't arrive,  
I assumed it was an oversight.

(at ants)

Your Twenty First Century Projections Group  
anticipates starvation.

BLASINGAME

And war... plague, pestilence! The lot! In a  
finite earth with just so much of everything ...  
(indicates colonies)

Nineteen-fifty — about two and a half billion people  
in the world. Projections are for six point one  
billion in the year two thousand... eleven  
billion in twenty-fifty. Gonna get mighty  
pushy old boy.

SOLO

Not necessarily ...

Blasingame looks at him with arched eyebrows — then reaches over the top of the display case. He grabs the panel separating the last two colonies ("YEAR - 2000" is a colony of large red ants) and lifts it out of the case. The jammed up black ants from "YEAR - 2050" immediately spill into the red ant area.

INTERCUT between the ant colonies and Solo and Blasingame.

The ants start to fight. Messenger ants scurry back to the mound openings and soldier ants pour forth. They swarm over each other, tearing themselves apart. The blacks overwhelm with the sheer weight of their numbers. Through this:

SOLO

Uh... they won't like you doing that.

BLASINGAME

Like the five hundred pound gorilla, son -  
I squat wherever I want around here!

(at ants)

You see how it is. The old territorial imperative.  
Tribal. One kind gangs up against the other  
kind for whatever's there to be had.

SOLO

You sort of stack the deck to make a  
point in there.

BLASINGAME

We didn't make up the numbers, son. That's  
the way they're pointing.

(indicates warring ants)

There's mankind's tomorrow. The elbowing -  
push and pull for whatever there is. Only,  
with the spread of technology, it won't be  
that primitive a fight. Though it might finish  
up like that later — after the nuclears,  
and the germ warfare experts get their licks in.

SOLO

Technology is a tool that might also change  
the direction of things. It could reverse  
those population trends. Education ...

BLASINGAME

...too little and too late. The world has  
already passed the point of no return.

Mine is the only solution.

CLOSE SHOT - SOLO

SOLO

Once again you sell humanity short.  
It does have the capacity to learn and change.

MED. SHOT - BLASINGAME

Demonstrating his frustration he frantically gestures to the ant colonies momentarily losing control.

BLASINGAME

Without me...this is the future of humanity  
...the strong feeding on the weak until finally  
when the resources are gone, the strong also die.

CLOSE SHOT - SOLO

A glint of realization on Solo's face as he understands Blasingame's weakness. If he can continue to stall for time, perhaps an opportunity for escape would present itself.

SOLO

...and you are to be the savior of the  
human race?

CLOSE SHOT - BLASINGAME

Blasingame attempts to control his rage walking toward Solo with his fists clenched. At the last moment he stops in mid stride and turns his back to Solo.

BLASINGAME

(catches himself) But anyway — you see  
the possibilities.

END OF INTERCUT.

MED. SHOT - SOLO, BLASINGAME, POGHEY

SOLO

I'm having trouble... seeing... anything...

(loses glass)  
Sorry... I...

He suddenly realizes that he is passing out. He looks towards Pogey, eyes widening at the champagne bottle. Pogey quickly closes in to grip one arm as Blasingame gestures for a nearby Security Guard to come over and help.

BLASINGAME

Ah... too much of a good thing, son. Pogey...  
help our friend upstairs to my office. He  
can — rest there till he's dried out the dog's hair.

Solo stares glassy-eyed as Pogey and the Guard help him towards the elevator. The crowd parts good naturedly, to allow the "drunk" to be helped through. Solo tries to speak, but nothing comes. He looks off towards the tables.

SALLY AND JOE - WITH SOLO IN B.G.

The couple is seated, talking as the stir of the crowd catches Sally's attention. She looks over, reacting to the sight of Solo being half carried past to the elevator. Solo looks at her trying to signal with eyes that won't function. Joe notices his passage, and smiles.

JOE

There's always someone who can't  
turn off the spigot.

SALLY

He looks sick, Joe!

Through this, the two men carry Solo to, and into, an empty elevator. The door closes and the lights flash to show it rising.

JOE



Oh, there's nothing wrong with that character that sleep, coffee, and aspirin won't cure.

(changing subject)

Let's get back to it. Sally... I'm not going to let you say no. You've got to join us! Dr. Wakefield is on the track of the most exciting biological development ever conceived.

Sally surreptitiously watches the elevator lights as she talks.

SALLY

I don't know. To go live in Dallas ...

JOE

Actually, it's not in the city itself. Look - you'll take Ben's place. We've got to get someone. And we'll be together! I'm not going to let you get away again!

CAMERA MOVES UP AND BRINGS the lights of the elevator banks into focus. Solo's elevator stops and remains in place at the top, showing a penthouse stop. CAMERA MOVES DOWN AND OVER to where Blasingame continues to watch the ants, bemused. CAMERA MOVES DOWN TO HOLD on the case where the black ants are in the final stages of destroying the few survivors of the red ants.

FREEZE FRAME.

FADE OUT.

END OF CHAPTER III

CHAPTER IV

"SEND IN THE MADMAN!"

FADE IN.

CLOSE - SOLO

Solo is lying on a couch. His eyes flutter as consciousness returns.

INT. BLASINGAME'S OFFICE - NIGHT

Blasingame has a luxurious office, furnished more like an old-fashioned, warmly accoutremented library in a private English countryhouse. Through the windows, the city stretches away below. Solo lies on a couch, his jacket removed and a sleeve rolled up as Pogey removes a hypodermic needle from the agent's arm. Two armed Guards stand at either end of the couch. Blasingame sits comfortably in a large easy chair, reading a book and smoking a cigar.

POGEY

Here he comes, Mr. Blasingame.

BLASINGAME

(reads on)

Oh... good...

Solo blinks... wrinkles Pogey's his brow in pain... then accepts proffered hand. The little man solicitously helps him sit up. Solo leans back, taking deep breaths as the world comes into focus.

POGEY

Is that better, Mr. Solo?

SOLO

Than what, Pogey? Death?

How long have I been out?

Blasingame laughs — finishes the sentence in the book - reluctantly places a marker at the page, and closes the

book.

BLASINGAME

'Bout a half hour. Well, now we  
can talk, son.

Solo rises under the eyes of the Guards, and rolls down his sleeve, then puts on his tuxedo jacket. Blasingame frowns through his cigar smoke.

BLASINGAME

Who told you to turn up at the Resort  
this morning? And here tonight? How much  
does Uncle really know about us? And what  
do they figure to do about it?

SOLO

Well — I turned up at the Resort  
because my vacation came up ...

He stiffens and sucks in his breath as Blasingame leans forward and abruptly jabs the lit end of his cigar against the back of Solo's hand. The agent reacts, about to hit Blasingame, but stops as the two guards close in quickly on either side. Blasingame leans back to study him coolly.

BLASINGAME

Ever notice the relationship between  
pain and truth, son?

SOLO

You mean the truth hurts?

BLASINGAME

Now, the modern way is to use drugs. Well  
— a man might give true answers under drugs  
... but he might hold back some if you  
don't give him enough — and he might die

he fore answering if you give him too much. But pain — it's manageable. And fear!  
(a beat)  
You're not saying anything, son.

SOLO

As I was saying — my vacation came along - so I went to the Victoria Resort. And I came here tonight to amortize my tuxedo. As for your uncle, he knows as much about you as does your aunt. And what were your other questions?

For a moment there is silence as Blasingame narrows his eyes at Solo... who returns the look innocently. Without turning his head:

BLASINGAME

Pogey — go fetch the Madman.  
(to Solo)

You know the Madman. Met him twice already.

Despite himself Solo reacts - then regains control. Pogey looks at Solo as if hoping for him to stop it.

SOLO

So that's what you call that thing. Appropriate!

BLASINGAME

Go on Pogey!

Almost reluctantly, Pogey walks to the door opens it, and exits.

SOLO

Your Madman was somewhat out of commission this morning.

BLASINGAME

The Madman heals fast! Now, if I were you, I'd start answering straight, right now!

SOLO

If your monster tosses me out this window, there's not much I'd be able to tell you.

BLASINGAME

That brings us back to pain. And what it feels like when he starts tearing pieces off you — like fingers — or whatever.

Blasingame nods and the two Guards grip Solo's arms. They move him to Blasingame's chair — and force him to sit. Each man pulls handcuffs from his belt and clamps Solo's wrists to the armrests of the heavy chair.

BLASINGAME

(continuing)

We'll leave you alone to think about what's coming. There's a button on the right armrest. It'll ring a bell down the hall. You let me know when you had enough hear?

He steps to the door which one of the Guards opens for him. He exits, followed by the Guards.

ANOTHER ANGLE

Alone, Solo frowns worriedly, eyes searching the room. In a corner, there's a wall cabinet containing a fire hose and an axe. He tries to stand, lifting the chair... but finds it is fixed in place. He sits back helplessly, letting his body go slack as he examines the chair. Solo sees the button at the edge of the right armrest. He reaches a tentative finger — lets it hover above the button — then withdraws it. He tries to slip his wrist out of the cuff — but to no avail. A SOUND snaps his head towards the door. The doorknob is being carefully

— slowly — turned. Solo sucks in his breath, stealing himself for what's to come. The door opens slightly and eyes peer through. A beat — then the door is opened revealing... Sally! She is poised tentatively in the opening, looking around to make sure there are no others. Solo's breath explodes in relief.

SOLO

Sally! Anyone see you?

She quickly enters, closing the door behind herself.

SALLY

Don't think so. I've been looking in all the rooms. What happened to you?

SOLO

Drugs!

(nods at far wall)

That fire cabinet! Bring the axe here. Quickly!

She moves quickly across the room and opens the cabinet. Lifting the axe from the hooks, she returns to Solo who eyes the door expectantly. Solo lifts his right elbow off the armrest.

SOLO

Smash the arm of this chair.

She hesitates.

SOLO

(continuing)

Go on! Do it!

Sally lifts the axe and drops it on the arm of the chair. There is not much damage.

SOLO

(continuing)

Smash it down! Hard! Don't be afraid!  
We don't have much time!

SALLY  
I don't know that I can ...

She lifts the axe — then brings it down hard against the arm. The arm loosens in its joint but doesn't spring free.

SOLO  
Again!

She raises the axe and smashes it against the arm — loosening it more. Solo anxiously eyes the door as she hits the arm one more time. This time the arm breaks loose from the joint holding it to the rest of the chair. Quickly Solo slides the cuff down the armrest and frees his hand. He takes the axe from Sally and turns to the left arm of the chair. Hefting the axe, he smashes it down, again and again, until the left arm is knocked loose. Sliding his left hand free, he rises with the handcuffs dangling from both wrists.

SOLO  
(continuing)  
Let's go!

He takes her hand and they quickly cross to the door. He stops and opens the door a crack. From down the hallway, the SOUNDS of the Madman breathing can be heard as his footsteps approach. Quickly, Solo closes the door. He looks around for a way out.

SALLY  
What is it?

Solo presses a finger to her lips.

SOLO  
Shh! Not a sound! No matter what happens!

When I signal — run out of this room! And don't  
look back for anything!

He pushes her flat against the wall, then reaches out to flick off the lights. The room goes dark. Solo lifts the axe over his head and moves to block Sally.

INT. BLASINGAME'S OFFICE - NIGHT

Moonlight filters in through the windows. The SOUNDS of the Madman's breathing and footsteps draw near... the footsteps stop outside the room. For a moment there is silence — then the door is abruptly knocked open. The Madman stands in the doorway, its bulk too tall for the opening — the Mechanical SOUNDS of its breathing breaking the silence.

It stands still, warily turning its featureless face, as if trying to see into the darkness. A beat, then it takes a wary step into the room. Another. Another.

CLOSER ANGLE - THE MADMAN

Solo abruptly makes his move — suddenly stepping away from the wall to swing the axe with all his strength against the back of the Madman's head. Despite its enormous strength, the Madman stumbles forward, fighting for balance, reaching to hold its pained head. Quickly, Solo springs to one side — whirls the axe about his head in a 360 degree swing and arcs it into the stomach of the Madman. The metallic figure is doubled forward, fighting to hold balance as it instinctively grabs for — and gets hold of — the axe head. Solo lets the axe go as he jumps back, snatches Sally's hand, and pulls her after him out of the room. Their FOOTSTEPS race down the hallway as the Madman fights to regain balance. It whirls, a hoarse CRY of rage loosened from its unseen throat. It hurls the axe across the room, turns and staggers out of the doorway.



EXT. HALLWAY - NIGHT - MADMAN

The long hallway is empty as the Madman staggers out of the room. The bank of elevators is nearby. The Madman Whirls, seeking prey. Finding none, it moves to stop near the bank of elevators. A row of lights beside one of the doors shows that the elevator is descending rapidly. Obviously, Solo has escaped this way. Frustrated, the Madman places its hands flat against the door and stares at the lights. They stop at the second floor.

CUT TO:

INT. SECOND FLOOR HALLWAY - NIGHT - ELEVATOR DOOR

The door of the elevator opens revealing Solo and Sally, both reacting to their recent experience. Solo glances out to make sure no one is around — then leads Sally out of the elevator.

SOLO

Take the stairs down — slip back in -  
and rejoin the party.

SALLY

But what about you?

SOLO

I'll manage. Thanks for coming up.

A grin, and he returns to the elevator, tucking the dangling handcuffs up into his sleeves as the door closes. Sally watches the lights indicating that the elevator is dropping down to the lobby. She moves to the stairwell nearby, opens the door and slips through.

INT. THE LOBBY - NIGHT - NEAR ELEVATORS

The elevator door opens and Solo steps out. The nearby crowd doesn't notice him. He glances back and notes that

the light bank over one of the other elevators shows it is stopped at the Penthouse Floor. It starts to rapidly descend. Solo steps quickly into the crowd.

#### ANOTHER ANGLE

People are starting to walk out of the building, passing the Guards about the area. A group in their fifties to sixties consisting of an American General, his wife, and two other very dignified and important looking couples move, chatting, towards the exit. Solo glances once again at the lights of the rapidly descending elevator, then crosses to the dignified looking, sixtyish year old WOMAN who appears to be the General's wife. He intercepts her, talking, as he moves right in among the party, joining the walk to the exit.

#### SOLO

Please — don't think me rude, but — I've been trying to get my Aunt Louise to wear clothes with some style. Her figure is every bit as good as yours. But she just insists that they don't make dresses for her age group. Please... tell me... where did you get that exquisite gown?

By now the elevator has stopped, disgorging Blasingame and the two Guards. They erupt to find Solo passing towards the doorway with the bemused group, uncertain of how to react to him. Only the Woman is flattered enough to respond without annoyance.

#### WOMAN

Your aunt's not wrong, young man. Clothing today is all designed for the teenager. I found this in Bloomingdales ...

#### SOLO

Bloomingdales! Now Aunt Louise shops there -

but she evidently has neither your eye nor your  
fine instincts ...

FEATURING STAIRWAY DOOR IN F.G. - OTHERS IN B.G.

The Emergency Stairway Door opens a crack as Sally peers out. Seeing everyone's attention away from her, she quickly slips through and moves into the room. She hesitates, watching. Blasingame and the Guards hover aside as Solo and his protective group move past.

WOMAN

How very nice of you to say that, young man.  
(to General)  
Isn't it, Harvey?

The General scowls. Solo waves at Blasingame in passing.

SOLO

Oh, goodnight. Darryl. You do know how  
to entertain. But next time, it's my turn... old boy.  
(to Woman)

The thing I like is that you're not afraid to  
be daring. Most women past forty...  
Uh — I'm sorry — you are past forty?

WOMAN

(laughs)  
Barely, dear boy. Barely.

SOLO

Hard to tell. But — they tend to stick to the  
safe fabrics... the chenilles, the laces ...

By now he and the group are safely out of the building, leaving Blasingame and the Guards behind, fuming helplessly.

ANOTHER ANGLE

Sally turns, relieved, only to be startled as she bumps into Joe who walks up behind her.

JOE  
Did you get lost? I've been all over  
looking for you.

SALLY  
Couldn't find the ladies' room.

He has her by the arm and leads her towards Blasingame as she watches Solo disappear with his group.

JOE  
Come on. I want you to meet the  
Lord of The Domain ...

WHIP PAN TO:

INT. SALLY'S APARTMENT - NIGHT

The apartment is dark. The door is unlocked... opened... and Sally enters, followed by Joe. She is agitated... nervously switching on the lights and crossing to toss her wrap on the couch. The bedroom door open in the b.g. Joe follows closely, insistently.

JOE  
You can't hesitate! Sally— this is the biggest  
thing that's ever happened!

SALLY  
But I can't just... jump on an airplane and fly  
to Texas in the middle of the night!

JOE  
Sure you can! Darryl's got a ten-eleven chartered  
to take us all home. It'll wait at the airport  
until you get packed and... whatever! Just  
throw together a few things... you don't

need much. The company'll buy anything you want  
at the other end.

SALLY

Joe, I can't just turn my life upside down  
at a moment's notice ...

JOE

We've got something that will not only minimize  
heart diseases, it's gonna change - everything!  
Sally, we're just about ready to go. We need you to  
help us manufacture and control these new substances.

SALLY

Just exactly what is the Z factor? What are its effects?

JOE

I'll show you in Dallas.

SALLY

But...

JOE

Shhhh...

He steps close, sweeps her into his arms, and kisses her. She  
starts to resist — then responds. Finally she breaks.

SALLY

(breathless)

You've been practicing.

JOE

I wanted to be ready when I found you again.

He reaches for her but she steps away.

SALLY

Is seduction the primary recruiting tool for  
your Twenty First Century Projections Group?

JOE

(quietly)

You know what's happening between us, Sally..

SALLY

(confused)

I don't accept it! It's too fast.

JOE

Come with me. We'll find out.

SALLY

I... I can't. (thinking) This is just a small apartment

I keep in town. I don't even have a suitcase here.

And I have to take some things.

JOE

(crosses to door)

You put together whatever you want to take.

I'll go buy you a couple of suitcases. Back in

an hour! Love you... !

He exits, slamming the door behind himself.

ANOTHER ANGLE - FEATURING THE BEDROOM DOOR

Sally stands in the middle of the room, emotionally drained.

She sees the shadow of a man appear in the door opening to

her bedroom, and gasps. Before she can react, Solo appears

in the door, the handcuffs still dangling from his wrists.

SOLO

You played that neatly. Just enough reluctance

to make them really trust you ...

SALLY

(angry)

Say... how about you quit making yourself at

home in my apartment! I mean... don't come

in here again until and unless I invite you in!

SOLO

Sorry... just wanted to keep an eye on you.  
It's not your love life I'm interested in, you understand.  
Just your life ...

SALLY

I don't find the notion all that reassuring,  
considering I had to save your skin tonight.

SOLO

For which I'm grateful. You more than rose to  
the occasion. Which is why I feel sanguine  
about you flying to Dallas!

SALLY

Wrong! I've just gotten off your bus. Dallas is out!

SOLO

Dallas is very much in. It's necessary.

SALLY

Listen — my personal feelings just stepped to  
the head of the line. You know... it's  
possible —just barely possible — that I love Joe!

SOLO

I noticed that. I'm sorry.

SALLY

(to the window)

You hear that, world? He's sorry! Not a hell  
of a whole lot, you see! Not enough to  
quit insisting that I've got to lie to...  
cheat... entrap the man I feel this way about ...

SOLO

(interrupts)

He kills people.

She stops.

SOLO

(continuing)

Many people. He's involved in the deaths of Deak and Ben. Forty-seven people in Vermont this morning. And I think he, and his friends, plan to eliminate perhaps twenty percent of the world's population in the same manner.

SALLY

(strained)

I... don't believe that.

SOLO

Alright. Go to Dallas and prove that I'm wrong.

(silence)

Sally — you saw what they sent to get me in Blasingame's office.

She shudders, turning to him, wide-eyed.

SALLY

What was that — thing?

SOLO

(a shrug)

They call it The Madman. Is it Mad? Or even a man? I don't know. It is another one of their killing devices.

SALLY

(regains control)

I know Joe has nothing to do with that!  
And I will prove it.

SOLO

Good. You'd better gather up your things



before he gets back with the luggage.

FULL SHOT - SALLY'S ROOM

He crosses to the front door as Sally stands, undecided.

SALLY

I... I'll never get away with this. You  
need people trained for it.

SOLO

You'll do fine! I'll always be close to you. Another  
of our agents is already investigating the lab in  
Texas. You'll never be alone! Remember — don't  
ever take off the watch! See you in Dallas!

SALLY

You'll see. Joe is innocent.

SOLO

Sure. Only in the meantime... don't tell him  
about us. Huh?

He leaves, closing the door. Sally frowns at the door, her  
thoughts in turmoil.

FREEZE FRAME.

FADE OUT.

END OF CHAPTER IV

CHAPTER FIVE

"A Very Strange Cargo"

FADE IN:

EXT. N.Y. AIRPORT - ESTABLISHING SCENE - DAWN

To ESTABLISH Kennedy Airport at dawn. Little activity.

A large plane (L-1011 or 707) rests on the ground. Blasingame is mounting the steps, followed by half a dozen of his guards with Pogey bringing up the rear. Sally, escorted by Joe carrying two new bags for her, hurries across to catch up. Pogey sees them and waits at the foot of the staircase. Nearby a fork lift is lifting containers into the opening to the baggage area of the plane. A woman in coveralls operates the lift — a man in coveralls stands in the baggage opening and rolls the containers into the plane.

MED. SHOT - POGHEY, JOE, SALLY

As they reach the foot of the steps, Pogey takes the two bags from Joe.

POGEY

Good morning. Lots of time, Mister Spaulding.  
I'll put those away in the baggage compartment.

JOE

Thanks, Pogey.

As Sally and Joe mount to the doorway, Pogey crosses to step onto the lift, CAMERA GOING with him.

POGEY

Take me up!

The woman turns, revealing it is Helga.

HELGA

The freight handler will put those bags  
away for you.

She gestures upward to where the figure of the freight handler appears in the opening... it is Dov.

POGEY

No, I want to lock this away with our

personal stuff.

Helga pulls the levers, and he is lifted to the plane. He steps inside, carrying the bags.

INT. BAGGAGE AREA - DAWN - POGHEY, DOV

There are lights on in the baggage area. Dov fastens a large container to a wall of the plane. The area at the rear is separated by a cagelike fence with a gate containing a slip lock. A number of large, oblong cases are stacked back there along with luggage. One massive case, seven feet high is set aside from the other items at the rear. Dov watches surreptitiously as Pogey takes a key from his pocket and unlocks the gate. Pogey enters the area at the rear and carefully places the luggage in with the others.

CLOSE - DOV

Dov takes a rag from his rear pocket and quickly rips off a strip. He wads it up into a tight ball.

BACK TO SCENE

Dov crosses to the gate opening and stands in it. Pogey's back is turned as Dov quickly rams the wadded piece of rag into the lock plate recess so that the bolt won't go in. As Pogey turns and notices Dov standing in the opening, the Israeli pulls his hand away from the opening. He gestures at the large container he has just fastened against the wall near several others of its kind.

DOV

Doesn't this go into the locked area?

POGEY

No — that's just your company's standard equipment.

DOV

I understand you are holding all the keys  
for this gate. In case of emergency...

Pogey comes out of the area, Dov backing away the gate  
behind him:

POGEY

(cuts him off)

Mr. Blasingame will take care of any problems!

(indicates opening)

Go on, get out!

Dov shrugs, crosses to the opening, and steps out onto the  
lift.

NEAR OPENING

Pogey watches as Helga lowers the lift, dropping Dov to the  
ground. Pogey signals to the man wearing communications  
gear who is in touch with the pilot. The man speaks into his  
mouthpiece. In a moment the panel smoothly swings up to  
seal the baggage area closed. Pogey looks around, then  
makes his way forward to the lift. He enters it and rides up to  
the cabin area, out of sight. It is quiet in the baggage area,  
lit only by a couple of emergency lights. CAMERA TURNS to  
HOLD on the baggage container that Dov has fastened to  
the wall. The lid, which had been held open a couple of  
inches from inside, is released and drops to close the bin.

CUT TO:

EXT. AIRPORT - DAWN - THE PLANE

The large plane ROARS down the field and is airborne.  
CAMERA PANS it along, HOLDING ON Dov and Helga,  
standing at the edge of the field, watching it lift off. They  
exchange a look of concern.

DOV

You are sure they keep the baggage  
area pressurized?

HELGA

Not to worry. Let's get back. When Illya checks  
in, I'll have to let him know that Napoleon is  
flying there.

They start away.

WHIP PAN TO:

EXT. PLANE IN FLIGHT - DAWN - ESTABLISHING SHOT

Early morning and the plane arcs against the clouds.

CUT TO:

INT. THE PLANE - DAWN - BLASINGAME, SALLY, JOE, POGHEY,  
GUARDS

The First Class Section is all theirs. Blasingame, Sally and Joe  
have turned their chairs in the middle to form a group,  
sitting about a table as Pogey and a Stewardess serve them  
a hunt breakfast. Two Guards hover unobtrusively at the  
rear. The dog, Blueboy, squats beside Blasingame sharing  
his food. As Pogey offers Sally bacon, she waves it away.

BLASINGAME

Pour it on, Pogey. Fill her up!

SALLY

I already have plenty, Mr. Blasingame.

BLASINGAME

The name's Darryl, Sally. Can't tell you what  
a whoop it is getting a lady with the smarts,  
and some looks to go along with the deal.

SALLY

There's still no deal until you tell the lady

what is the deal?

BLASINGAME

Well... I got to worrying about this old planet.  
It's running out of everything but people.  
Events drift from crises to crises — and there's  
nobody ever takes hold and steers. And  
that'll put period to us all, it goes on.

SALLY

I'm not sure I buy your total pessimism.

BLASINGAME

Oh, I ain't pessimistic, kid. I put together the  
Twenty-First Century Projection Group because  
I do believe we can control our destiny. That's  
the job of the Group — to work out a new,  
more perfect earth... with folks in better  
balance to each other —and nature.

JOE

Darryl has put unlimited funds and equipment  
at the disposal of top people in various fields.  
Politics — science — industry. We've got some  
fantastic answers!

BLASINGAME

Hell — everyone knows what needs doing!  
But — it's like the old story — you got to first hit  
the horse with a two by four to get his attention.

SALLY

You... have a two by four?

JOE

(enthusiastic)

The Z factor will get their attention! And at  
the same time do the Job of cutting down ...

BLASINGAME

(interrupts; warningly)

It'll eliminate most heart diseases. That's our number one killer, you know. All of us in the group been already immunized. You'll be checked. If you don't get it, you'll get it.

SALLY

(cautiously)

That's wonderful. But somehow, it sounds like we've come to that part in the old movie where someone says... '... man was not meant to tamper with the unknown...' You've proved out this... Z factor?

JOE

(eyes Blasingame)

There's some side effects we've been studying... but we feel sure we've found a way to protect ourselves against that. We ran a test yesterday. Results look promising.

BLASINGAME

Joe tells me that if no delayed reactions turn up in his control specimen... why the Twenty-First Century Projects Group will be ready to cut loose and take over!

SALLY

Take over... what?

Blasingame shuts it off by waving for Pogey to bring over the coffee pot.

BLASINGAME

That can hold 'til we get to Dallas. Pour that Java around, Pogey.

JOE  
(beams at Sally)  
Anyway, Honey... it won't be dull.

SALLY  
(uncomfortably)  
No... it certainly doesn't sound like it.

She holds up her cup and Pogeypours coffee into it.

CUT TO:

INT. BAGGAGE AREA - DAY - CLOSE ON CONTAINER

The lid of the container is pushed up from inside. A moment, then Solo rises holding an open thermos bottle and sipping the coffee he has poured into the cap. He looks around the dimly lit area, then his eyes fix on the gate — and he smiles. He finishes the coffee, screws the cap back on the thermos, and drops it back into the container. He climbs out and stretches, getting his circulation moving.

ANOTHER ANGLE

Solo crosses to the gate — pauses — pushes it open. He looks back to make sure no one is coming down the lift — then pulls the rag wad out of the lock plate. Leaving the gate open, he enters the fenced area.

REAR OF BAGGAGE AREA - SOLO

CAMERA goes with Solo as he moves among the cases and the luggage — nothing of interest. He crosses to the four rectangular boxes. Their tops are hinged and fastened closed by three “flip clips” along one edge. Solo examines one of the boxes... it looks almost coffin-like. He carefully flips open the three clips along its top. Slowly, he raises the lid. He finds himself looking down at a number of plastic containers, their contents obscured by a milky gas inside the bags.



## CLOSE WITHIN THE BOX

The box is packed with a jumble of the plastic containers, each labeled "CAUTION - CARBON DIOXIDE (DRY ICE)". Solo's hands reach into the box and he carefully pulls aside a number of the bags. The face of one of the Carthage victims is revealed... transparent.

## BACK TO SCENE

Solo's face is grim as he drops the cover back in place. He starts to pass the other cases when he notices a mesh grill cut into the cover of one. He hesitates beside it... then lifts the cover.

## ANOTHER ANGLE

Joan lies in this box, breathing naturally in a drugged sleep, her body strapped down to protect it from jostling. Solo reacts... leaning down to see if the girl is alive.

SOLO

(whisper)

Joanie... ! Hey... !

He shakes her. No response. He reaches and pulls up an eyelid... notes that the eye has rolled up out of sight. The girl is evidently drugged. Solo looks around. His attention focuses upon the massive upright case nearby. Almost reluctantly, he lowers the lid on the drugged girl and moves towards the upright case. Here the hinge is on a vertical edge. Solo pauses before the case and studies it. He reaches to loosen the clips — then swings the lid open. CAMERA ZOOMS PAST Solo to HOLD ON a CLOSEUP of The Madman. He appears to be standing, unaided, in the black cloth-lined case, his featureless face looking down at the man before him.

## CLOSE ON SOLO

He reacts... frozen momentarily in fear, staring up at The Madman only inches away.

#### CLOSE ON THE MADMAN

appearing to stare balefully, threateningly, down at Solo in the dim light.

#### FULL SHOT - BAGGAGE AREA - SOLO, THE MADMAN

Solo moves suddenly, slamming the lid shut and whirling to race to the gate. He leaps through, slamming the gate behind himself — then almost stumbles as he turns to back up to the lift, drawing his gun as he goes. His back is against the lift as he waits — watching the massive case at the rear of the baggage area.

#### SOLO'S P.O.V. - THE MASSIVE CASE

In the dim light, the lid of the case remains closed, but the air of expectancy hovers.

#### MED. SHOT - SOLO

He waits, gun ready, attitude tense. Nothing is happening. He lifts his free hand and looks at it — it is trembling. He grins wryly, clenches the hand into a fist — then looks at it again. The hand is steady now. He takes a deep breath frowns at the stillness at the rear. Suddenly the SOUND of the lift moving at his back causes him to jump away, whirling to level his gun at the lift. It is descending. He backs away from the lift, gun readied... until he is out of FRAME. CAMERA MOVES IN CLOSER to HOLD ON the lift as it descends. A STEWARDESS stands on the lift. It stops and she steps off. As she moves away, the lift rises again.

#### FULL SHOT - BAGGAGE AREA - THE STEWARDESS

Solo is nowhere in sight as she crosses to bins lashed to the wall. She opens one and wheels out a cart containing

several closed cabinets. Behind her, the lift descends again, this time with Pogey and one of the Guards aboard. Pogey steps into the area, his eyes flashing from the Stewardess to the caged area at the rear.

POGEY

What are you doing here?

STEWARDESS

Just bringing up some items. Why?

Pogey drifts over to test the gate, finding it locked.

POGEY

Mr. Blasingame wants it that no one comes down here.

STEWARDESS

(some heat)

That's tough... Sir... but there are supplies here that I need to get through the flight. Excuse me.

She pushes her cart to and onto the lift, and rides it up out of sight. Pogey looks around, then crosses to the lift. He presses the button for its return.

POGEY

You stay down here, George.

GEORGE

(gestures at gate)

It's locked!

POGEY

Keep it that way.

The lift has returned. He steps aboard and rides up out of sight. George scowls in disgust as he drags a folding chair to

set up before the bin that Solo is hiding in. He pulls a crumpled pocket book from his jacket and squints at it in the dim light. Behind his back, the lid of the container is raised slightly.

INT. BAGGAGE AREA - THE MASSIVE CASE - P.O.V.

From beneath the lid, the massive case can be seen in the cage at the rear... still, silent! Puzzling! CAMERA ZOOMS IN on the letters painted on the lid... "21ST CENTURY PROJECTIONS GROUP - DALLAS, TEXAS".

WHIP PAN TO:

EXT. "21ST CENTURY PROJECTIONS GROUP" BUILDING - DAY

Behind a sign reading "21ST CENTURY PROJECTIONS GROUP - MOGUL INDUSTRIES", are a series of low, modern buildings.

CUT TO:

INT. PROSTHESIS LAB - DAY - FULL SHOT

A large, bright room equipped with a number of work benches, tables, chairs. A variety of tools are visible from basics like hammers and screwdrivers, to computer controlled lathes, electronic magnifiers and projectors, etc. A sign on the wall proclaims "PROTHESIS - MANUAL AID DEVICE LAB". A number of men and women wearing smocks are working at various benches. Artificial arms, legs, etc. are strewn about the benches, being assembled and tested. A double door at one end of the room is marked "TO HYDROPONICS LAB". The doors are pushed open and Illya enters, followed by a handsome, cold looking woman wearing a smock on which is a badge embossed with her name "LOUISE RICHARDS". Illya is dressed as a fire inspector and carries a clipboard which he continually marks as he looks around.

LOUISE

As you see, the Manual Aid Lab is also equipped  
with an overhead sprinkler system...  
(gestures)  
... chemical extinguishers installed at all corners...  
and hoses tapped into live water mains.

Illya moves to look at a bench where a man (EGAN) is  
working on a harness-like device that looks like a  
mechanical foot. It is exceptionally wide, has small motors at  
the joints, and an intricate metallic wire pulley arrangement.

ILLYA

Does that metal involve a magnesium  
compound? Which would require a special  
chemical extinguisher!

EGAN

No... it's aluminum and lightweight steel alloy. .

ILLYA

That's very large for an artificial leg.

EGAN

Gets strapped around the outside of a leg.  
We're working out prosthesis as an add-on  
to help in manual labor ...

LOUISE

(a warning)

The inspector isn't interested in our work, Egan.  
He's just making a routine fire inspection.

Illya marks his clipboard as he walks about, noting with  
interest the work of others.

NEAR REAR

A man (QUATRIN), working at a bench, is having trouble  
strapping a harness across his shoulders. It encompasses his

arms in one of the frame like devices with small motors at the joints. Skeletal, steel links extend over the articulations of his fingers and are strapped to each joint. He wears a battery pack on a belt that is wired to the device. Illya stops and looks at the harness.

ILLYA

Remarkable. I would guess the motors sense muscle strain, and take over with pulleys and torques ...

LOUISE

(interrupts)

It's a theoretical concept of a tool we're working on. Not too reliable at this stage. We may have it out of the lab by the next century. That would be it, Inspector. You've seen everything now.

Illya starts to turn away - then stops as he sees:

P.O.V. - DOUBLE DOORS

A set of double doors lead to another section. A worn space on the door shows where a sign has been taken down. The sign leans against the wall nearby, reading "Z FACTOR RESEARCH LAB".

ILLYA

We haven't been in there.

BACK TO SCENE

LOUISE

There's nothing there.

Quatrain is having trouble with his harness.

QUATRRAIN

Louise — can you give me a hand?

ILLYA  
I'm sorry, but all areas of the building  
must be inspected.

LOUISE  
(a shrug)  
Suit yourself. Excuse me... I'll be here  
when you're done.

She turns to help Quatrain with an adjustment on his harness. Illya crosses to the double doors, CAMERA PANNING him over.

INT. THE EMPTY LAB

The doors are opened and Illya enters. He stops to look over the room.

INT. THE ROOM - CAMERA P.O.V.

The CAMERA PANS AROUND to reveal a large area... an area of glass enclosed laboratory booths, completely empty. The place has been stripped of all equipment though there are many outlets for water and banks of denuded electric panels. In a nearby corner, a fire extinguisher is in place beside a hose connection. Other than that, there is nothing left but the debris of moving.

MED. SHOT - ILLYA

Illya frowns at the emptiness about him. He steps back to the double doors, opens them slightly, and peers through.

INT. PROSTHESIS LAB - P.O.V. THROUGH DOOR - LOUISE,  
QUATRRAIN

Louise is having trouble with the harness on Quatrain.

FULL SHOT - ILLYA

He looks over at the wall near the extinguisher where an electrical outlet can be seen. Quickly he steps to the wall, pulling a “cigarette case” from his pocket. He opens it, affixes the suction cup to the faceplate of the outlet.

ILLYA  
(low voiced)  
Section Two... duty officer.

The series of SOUNDS - then:

WAVERLY  
(V.O.)  
Section Two. Mr. Waverly here.

ILLYA  
(quick look about)  
Kuryakin. I am in the Twenty First Century  
Projections compound. Something is wrong here.

WAVERLY  
(V.O.)  
How so?

ILLYA  
The Z Factor-lab is gone! They’ve moved it!

WAVERLY  
(V.O.)  
That can’t be. They’ve recruited the girl  
to work there!

REVERSE ANGLE - TOWARDS DOOR

Behind Illya, the door starts to open, then stops as someone on the other side sees Illya’s back as he talks into the speaker.

ILLYA



That laboratory is no longer here! I am  
in the area where it formerly existed.

As he glances back, the door is quickly shut and he fails to notice it. There is a beat before Waverly responds.

WAVERLY  
(V. O.)

Mr. Blasingame is aboard a chartered plane,  
cleared to land in sixty-three minutes. Mr. Solo  
is secreted aboard. Make arrangements to pick  
up Mr. Solo and to follow the others when  
they disembark.

ILLYA  
Very well. Over and out!

He pulls the plug and closes the case. As he is pocketing it, the double doors are opened and Louise enters, followed by Quatrain and Egan. Quatrain still wears the shoulder harness. Noting their ominous approach, Illya starts busily jotting things on his clipboard.

ILLYA  
(continuing)  
Yes... well... as you say. This room is  
up to fire standards ...

LOUISE  
May I see that device. The one you were  
using to communicate with.

ILLYA  
Oh... this is just to talk to the office. They're  
sending me to inspect some airport facilities ...

Egan moves suddenly, stepping behind Illya and locking his arms around the Russian's chest to immobilize him. Illya

immediately bends sharply, flipping him over his head and into Quatrain.

#### THE FIGHT - INTERCUT:

Quatrain is knocked off balance and Illya tries to dart around him. Quatrain sticks out an arm... Illya runs into it — like running into a steel wall — he bounces back into the corner. Quatrain follows, throwing a punch. Illya ducks and Quatrain's fist drives right through the plaster and board of the wall. Illya pulls down the fire extinguisher, overturns it, and sprays the foam into Quatrain's face. Blinded, Quatrain shouts and staggers back, pawing at his eyes. Once again Illya tries to dart away, only to be stopped as Egan leaps onto his back. They crash to the floor, then rise, fighting. Illya manages to throw Egan across the room, but as he whirls away, Louise kicks at his ankles. He stumbles, falling against the blinded Quatrain. Quatrain wraps his arms around Illya's chest and squeezes.

#### FULL SHOT - ILLYA, QUATRRAIN, LOUISE, LAB MAN

Eyes squinched closed, Quatrain's mouth tightens in sadistic joy as he hears Illya gasp under the unendurable pressure. Egan gets slowly to his feet as Louise coolly watches. Finally Illya's head drops as unconsciousness overtakes him.

LOUISE

That's enough, Quatrain... Let him go!

Her voice is commanding. Reluctantly, Quatrain releases Illya. He falls to the floor, a limp figure.

LOUISE

(continuing)

They can always use a live subject for the experiments. Take him to the silo.

As she starts briskly away:

QUATRAIN  
Where are you going?

LOUISE  
To meet the plane. Mr. Blasingame will be  
interested to hear that someone named  
Mr. Solo is... "secreted aboard".

FREEZE FRAME.

FADE OUT.

END OF CHAPTER V

CHAPTER VI

IN A TUNNEL IN A HOLE IN THE GROUND... "

FADE IN:

EXT. DALLAS AIRPORT - DAY - ESTABLISHING SHOT

to establish the Houston-Dallas air terminal... with planes  
descending in b.g.

CUT TO:

EXT. THE PLANE - DAY

as it touches down on the landing strip.

CUT TO:

INT. THE PLANE - DAY - FULL SHOT

The plane finishes its taxi to the terminal. Blasingame, Joe,  
Sally and Pogey unbuckle their seat belts and rise. The  
Stewardess crosses to the door while outside, the covered  
passageway reaches out to make contact with the plane.  
While the routine process of opening the door takes place in  
b.g., the group inside starts collecting their hand baggage.  
The door is opened and the Stewardess steps out to meet

the Attendant who serviced the connection. Louise pushes past them and enters the cabin, crossing to Blasingame.

BLASINGAME

Howdy, Louise. Didn't expect you here.

She leans over to whisper in Blasingame's ear. For a moment his face tightens — then breaks into a grin.

JOE

What's the matter, Darryl?

BLASINGAME

Oh, nothing. Seems we have an extra passenger ... and you know how I hate a crowd.

Sally reacts.

BLASINGAME

(continuing)

Hey, Pogey.

The little man hurries to Blasingame's side. Blasingame bends to say a few words into his ear. Pogey nods — then moves to the rear area.

BLASINGAME

(to Stewardess)

We're getting off. You go to the pilot's compartment and lock yourselves in there until Pogey gets you.

STEWARDESS

But we have to unload the baggage compartment ...

BLASINGAME

Don't argue with me, girl. I own the store today!

His face is grim. She shrugs and goes to the pilot's cabin. Pogey returns with five Guards from the rear area. Joe takes Sally's arm and leads her to the open exit.

SALLY

What's... what's going on?

JOE

Nothing that's our business, honey.  
Come on... there's a car waiting.

He leads her out. Blasingame looks at Pogey and nods.

BLASINGAME

Get it done!

He exits with the dog at his heels. Pogey gestures at one of the Guards .

POGEY

Outside this door. Nobody comes out  
without I say so.

The Guard steps out at the door and Pogey shuts it behind him. He locks it — then turns to the remaining Guards. He gestures at three of them.

POGEY

Start at the back and work forward. Don't miss anything.  
(to other man)  
We'll go through the baggage area.

They all draw guns and move towards their assignments.

CUT TO:

INT. BAGGAGE COMPARTMENT - DAY - GEORGE

George has been standing, waiting for the baggage bays to open. He looks over as the lift descends with Pogey and the Guard aboard. They step into the area, briskly crossing to the rear.

POGEY

We got a stowaway aboard! You search  
this section! Get your gun out!

He unlocks the cage at the rear... then enters it with the Guard who accompanied him. George draws his gun. Pogey and the Guard immediately start searching among the cases at the rear.

ANOTHER ANGLE - GEORGE

He moves cautiously along the line of bins... opening each and poking through the contents where a man might be hidden. His gun is readied at all times. CAMERA GOES with him as he searches the bin beside the one in which Solo is concealed. Finding nothing, he moves on. He is reaching to lift the cover on Solo's hiding place when the agent acts. The cover is abruptly slammed up from inside, the rim catching George beneath the chin and knocking him, dazed and sprawling, to the ground. Solo hurtles out of the bin, gun in hand, as he spins towards the rear.

FULL SHOT - BAGGAGE COMPARTMENT

Pogey and the Guard dive for cover as Solo FIRES two shots, knocking out each of the dim bulbs and throwing the area into darkness. Only the suggestion of silhouettes can be seen.

POGEY'S VOICE

Easy! He's trapped in here!

There is silence. Abruptly the whine of the lift is HEARD.

POGEY'S VOICE

(continuing)

He's going up on the lift.

They both FIRE towards the lift, their muzzle flashes stabbing through the darkness. The lift is HEARD to stop,

and Pogey and the Guard rush forward.

CUT TO:

INT. PLANE - LIFT OPENING - DAY - SOLO

Solo emerges into the Stewardess' work area.

CAMERA GOES with him as he steps out into an aisle. A Guard is rushing down the aisle towards him. The Guard raises his gun to fire and Solo ducks away. The bullet misses. Solo turns and dives out into the aisle behind him. He runs down the aisle towards the front of the plane. Behind, the three Guards move cautiously after him... all playing hide and seek among the chairs and dividers.

INTERCUT the tight in the plane. Solo reaches the first class area just deserted by Blasingame and party. The main doors bracket both sides of this compartment. Solo ducks as the threat of his gun holds off the three Guards. Pogey, George and the remaining Guard reach the passenger level and move cautiously forward, joining their companions. Solo leaps to the exit where the passageway has been attached. He glances out the window and sees the Guard Pogey had assigned there, waiting, gun in hand. Solo ducks back into the center of the compartment, looking around for a way out. His pursuers close in cautiously. Solo looks at the exit opposite the terminal building. There is nothing on that side but the field and some vehicles waiting to take off the baggage. He looks around, finds himself near some trays with the remains of lunch. Solo gets his idea. He reaches over and takes a steak knife from one of the trays. Crouching, he slips over to the exit away from the terminal. As he reaches and turns the handle to open the door, Pogey spots him. Pogey FIRES —missing. Solo FIRES — driving Pogey back to cover. Solo turns the handle and swings the door open. He finds himself facing a towering drop to the ground below. Quickly, Solo opens the emergency slide. The

C.O. 2 pops, filling the rubberized slide. Pogey FIRES again and Solo dives, face forward, onto the slide. He flips over just before he hits the ground... reaching back to stab the steak knife into the slide and ripping a large slash in the skin. The C.O. 2 EXPLODES into the air, collapsing the slide. Solo rolls back under the plane, then crouches and scrabbles towards the nose. Pogey and the Guards rush to the slide and stop. One jumps onto it, not realizing that Solo has slashed it. He plummets, crashing to the concrete below and is knocked unconscious.

END OF INTERCUT.

EXT. NEAR TERMINAL - DAY - SOLO

Solo rushes past startled attendants and breaks through the door leading into the lower part of the terminal. He is gone.

EXT. THE PLANE - DAY - POGEY AND GUARDS

Pogey and the other Guards crowd up at the open exit door, looking down helplessly.

Two of them rush to the other exit, open it, and run out into the passageway. Pogey slams a hand against the opening in frustration.

WHIP PAN TO:

EXT. AIRPORT TERMINAL - DAY - CARS

A limousine sits in an open area near the terminal with Pogey standing outside, watching a truck being loaded behind them. George and the other Guards stand near a second car. The crates from the baggage area of the plane are being fork lifted into the waiting truck.

CLOSER ANGLE - THE LIMOUSINE



Blasingame, Joe and Sally are seated in the rear of the limousine... waiting.

POGEY

(leans in)

The truck is loaded, Mr. Blasingame.

BLASINGAME

Tell the boys to keep an eye open  
for anyone following!

Pogey walks away as Blasingame settles back with his drink.

SALLY

Who'd follow us... and what difference  
would it make if they did?

BLASINGAME

We tucked the 01' lab away in a nice, quiet  
place where no one can bother us.

SALLY

It's not in Dallas!?

BLASINGAME

Not since Doc Wakefield made his breakthrough!

Pogey has returned and climbs into the driver's seat where Blueboy sits patiently.

EXT. FULL SHOT

George leans on the roof of the extra car as the limousine and the truck are started up. Three Guards climb into the truck. The limousine drives out, followed by the truck. George looks at his watch, then he slowly climbs in. The driver starts to drive out, following at a distance.

CUT TO:

INT. CAR - DAY - CLOSE ON SOLO'S WATCH

Solo's watch canted towards CAMERA. The second hand starts to move slowly, following the directional signal being sent by Sally's watch. CAMERA PULLS BACK to HOLD, revealing Solo sitting in a car parked amidst a number of others under a sign reading "RETURN ALL RENTED CARS TO THIS AREA". He reaches out, turns on the motor, and lets it idle as he studies the watch. Then he shifts gears and slowly starts to drive out.

WHIP PAN TO:

INT. LIMOUSINE - DAY - CLOSE ON SALLY'S WATCH

CAMERA PULLS BACK as Sally looks at her watch. The limousine is being driven through open countryside — sparse signs of civilization appear. Darryl appears to be dozing. Joe grins at Sally and captures her hand affectionately.

JOE

It's you and me, Gascon. As it was before.

SALLY

An hour and a half or driving? Where are we?

JOE

Coming up on a half million acres  
of land that Darryl owns.

(indicates)

Starting about there.

As she looks:

EXT. THE GATE - DAY - FULL SHOT

A fork leads off the main road, running to an old wooden gate breaking the line or fence. The limousine turns into the

fork and brakes before the fence. The trailing truck stops. Pogey jumps out and crosses to swing open the gate.

George's car catches up to the other two. George signals an "all clear" to Pogey. The little man turns and waves towards a nearby jumble of rocks. CAMERA MOVES IN towards the rocks, picking up the lens of a T.V. camera hidden in the Jumble.

CUT TO:

INT. T.V. SCREEN - DAY - CLOSE

The gate area appears on a T.V. screen. The limousine drives through and away... the truck following. George's car is driven through then waits while Pogey closes the gate. He boards the waiting car and it drives away. THROUGH THIS. CAMERA PULLS BACK to a FULL SHOT revealing the reception area. This is a large room without windows. A passageway opens into the area. The furnishings are those of a modern waiting room. A uniformed Guard (MATT) sits at a desk — looking towards a panel of T.V. screens on the opposite wall. Beside him is a sliding door of steel and extremely thick glass. A hinged red box with a large keyhole is on the wall near the door. Through the glass door, a white corridor can' be seen, angling away. Imbedded in the ceiling of this corridor is a pipe system painted red, with sprinkler pods at appropriate intervals. Another red keybox is set in the corridor wall on the far side of the door. The Guard, Matt, watches the bank of T.V. screens. Besides the gate area, other screens show the area outside of the bunkhouse, and the interior of the bunkhouse which is furnished in basic ranch style.

WHIP PAN TO:

EXT. THE ROAD - DAY - SOLO'S CAR

Solo's car is being driven leisurely along the road paralleling the barbed wire fence.

INT. THE CAR - DAY - SOLO

As he drives, he studies the directional hand on his wristwatch.

INSERT - THE WRISTWATCH

The directional hand is turning to the right.

BACK TO SCENE

Solo reacts to the indicator on the dial. He studies the road ahead.

P.O.V. THROUGH WINDSHIELD - THE ROAD

The road is approaching the fork that leads off to the gate. The car reaches the gate and whips past.

INSERT - THE WRISTWATCH

The dial turns to the right as the car passes the gate, then swings down to indicate it is passing the signal.

EXT. THE ROAD - DAY - FULL SHOT

Solo drives the car off the road, then swings it around in a 180 degree turn, driving it back to the gate. CAMERA GOES with the car and HOLDS as Solo brakes at the gate. He gets out and looks around. There is no one in sight. He unlatches the gate and swings it open.

INT. RECEPTION AREA - DAY - MATT

Matt is watching Solo on the screen. The agent drives through, stops the car, and returns to close the gate. Matt turns a dial on his desk transmitter and talks into the speaker.

MATT

Alert! Trespasser just turned into the  
road. Send out scout patrol!

CUT TO:

EXT. NEAR GATE - DAY - SOLO

Solo finishes latching the gate. As he turns away, a flash of sunlight off the rocks catches his eye. He halts, bending over, pretending to fix a shoe as he surreptitiously glances towards the “flash”.

P.O. V. - CAMERA LENS

CAMERA ZOOMS IN to PICK UP the sunlight bouncing off the lens as it turns to follow Solo.

BACK TO SCENE

Solo rises, casually, and reenters the car. He drives away.

INT. THE CAR - SOLO

As he drives along thoughtfully. He looks at the directional signal on his watch, noting the angle of the pointer. Looking off to his left, he notes that there is a sharp drop off beyond the edge of the road. He thinks about it... then makes up his mind. He turns the car towards the drop off, and brakes to a halt near the edge.

EXT. NEAR EDGE - SOLO

Solo opens the door and steps out of the car, leaving the motor idling. He looks around — finds a large rock near his foot. He lifts the rock into the car, setting it on the accelerator. The engine races in neutral. Keeping his body as far back as he can, Solo reaches in and shoves the shift into gear. He throws himself back to safety as the car takes off, shooting over the edge and falling from sight. He steps to the edge and looks down.

EXT. DOWN THE SLOPE - P.O.V.

As the car hits, EXPLODES in flames, and splinters apart, bouncing to the bottom.

BACK TO SCENE

Solo looks at his watch, checking the directional hand — then he starts briskly off the road and across the terrain.

WHIP PAN TO:

EXT. BUNKHOUSE ARE - DAY - FULL SHOT

The limousine, followed by the two other vehicles, is driving up to a western bunkhouse. Several shacks and barns are scattered about the area. A number of horses graze within the confines of a circular corral. A variety of vehicles, mostly Jeeps, are parked behind the barn. Men dressed as cowhands can be seen, working around the area. A small playing field has been staked out near the bunkhouse and about ten men and women are playing a game of touch football. A lean man in his middle sixties (DR. ELIAS WAKEFIELD) leans back and heaves a pass as Blasingame and the others disembark from the limousine and the truck. The pass is caught by a woman who runs for a touchdown. There is much laughter from the group. Wakefield, seeing Blasingame, calls to a nearby cowhand.

ELIAS

Charley... substitution here!

He jogs towards the new arrivals as the cowhand runs to replace him in the game.

CLOSER ANGLE

Pogey is unloading suitcases from the limousine trunk as the Guards start unloading the truck. Elias trots up to shake Blasingame's hand.

BLASINGAME

Good job there's no pro scouts around or Tom Landrey'd recruit you right out from under my nose, Ely.

ELIAS

And that's no small thing, Darryl. The nose, that is.  
(at Sally)

This the biochemist you phoned me about, eh?

SALLY

I was in several of your classes, Dr. Wakefield. And always admired you.

ELIAS

As you should, young lady. You will be taking the place of a very good man.

Baxter was a responsible scientist.

(to Joe, hard)

How could you allow an uncontrolled situation to develop with the Z!

BLASINGAME

It was my fault, Eli. I wanted to start giving some key Mogul employees the benefit of your work here. There was an accident... and the Z dominant chromosome reversal effect took over. I'm sorry.

ELIAS

Sorry's a very soft word for what you did!

Blasingame throws an arm across Elias' shoulder and leads him towards the bunkhouse, cutting off the tirade. Blueboy follows.

BLASINGAME

Look — it's done! Now the thing is to salvage something useful out of the disaster. I flew

some victims back for analysis. More important  
— we got a survivor! And she only survived  
because she'd been immunized with your  
antidote! It works, Eli! For sure! You just check  
her out for side effects and we're home free...

By now he has led Elias into the bunkhouse. Joe is leading  
Sally behind them as she looks around.

SALLY

Where do all these people stay?

JOE

The security people live in the bunkhouse.  
Our quarters are in the upper areas of the lab.

SALLY

Which is where?

Joe Gestures toward the corral.

JOE

Down in a tunnel in a hole in the ground...  
(breaks off, indicating)  
Under the corral ...

CLOSE - GROUND CIRCLING CORRAL FENCE

A separation is seen in the ground under the fence line. It  
shows where the soil has been piled atop the steel cover of a  
missile silo.

JOE'S VOICE

(continuing)

... there's a missile silo the government had no  
further use for. Darryl had it covered over  
with earth and refitted for us.

BACK TO SCENE



Joe leads Sally into the bunkhouse.

INT. THE BUNKHOUSE

Blasingame, Elias and Blueboy are near the rear of the room as Sally and Joe enter. The room is outfitted as a western bunkhouse — gear piled about the footlockers at the base of each cot. Rifles, submachine guns, and holstered pistols lie on the bed or stand in meat racks near the door. Sally reacts as Blasingame pushes a wall at the rear. It opens like a door, revealing steps leading down. Blasingame, Elias, and the dog go down the steps. As Joe and Sally follow:

SALLY

What was Darryl saying about victims?

JOE

I told you — there were side effects. But I'm sure we've found an immunization procedure. Now we can control it.

INT. RECEPTION AREA - FULL SHOT

Blasingame and Elias step into the Reception Area to find Matt at the desk talking to Quatrain and Egan. Their expressions are concerned as they look up at the newcomers.

MATT

Welcome back, Mr. Blasingame.  
Have a good trip?

BLASINGAME

Tolerable.

(at the others)

Howdy, Quatrain... Egan. What you boys doing out this way?

QUATRRAIN

We caught a snoop in town. Brought him  
out here for your people to work on ...

Blasingame stops him with a quick glance at Elias as Sally  
and Joe come up behind them.

BLASINGAME

You mean for Matt's security bunch.

MATT

Yeah... Camera picked up some guy driving in  
behind you. Sent a jeep out for a look-see.

BLASINGAME

Oh? What'd the fellow look like?

MATT

'Bout six foot. Black, straight hair. Wearing  
(describe Solo's outfit)

Blasingame's face hardens. He turns to Elias and the others.

BLASINGAME

Why don't you show Sally the setup, Eli.  
I got to get the boys after this character.

ELIAS

We are certainly not ready for publicity.  
(to Sally)  
Come along, Sally.

He crosses to the glassed door with Joe and Sally following.  
Matt presses a button under his desk which sounds a buzzer  
and the door slides open. As Elias leads Sally and Joe  
through:

ELIAS

(continuing)

This is the personnel entrance. There's another

building with an elevator to lower equipment.  
At the end of this passage is our living quarters.  
The lab areas are below that. Sterile procedures  
are automatically activated within the elevator ...

The door closes behind them and they can be seen as they  
walk down the passageway, disappearing around the turn.  
Blasingame turns, grim, to the others.

BLASINGAME

A Jeep look-see ain't enough! Get out there  
with every loose hand! Bring that intruder in  
alive. Or bring him in dead. But bring him in!  
Tell Pogey to turn the Madman loose...  
(snaps fingers at dog)  
... with Blueboy!

Quatrain and Egan exchange a look.

QUATRRAIN

Figure on dead!

The dog follows Quatrain and Egan out of the room to the  
bunkhouse as Blasingame looks at Matt with satisfaction.

FREEZE FRAME.

FADE OUT.

END OF CHAPTER VI

CHAPTER VII

“... Now For The Bad News...”

FADE IN:

EXT. DOWN INCLINE - DAY - P.O.V.

The wrecked car at the bottom of the incline. Two of Blasingame's men are examining it as Egan, in f.g., climbs to the top of the drop off

EXT. EDGE OF ROAD - DAY - QUATRIN, EGAN.

Other armed guards wait near vehicles parked beside the road as Quatrain reaches down a hand to pull Egan up the last few feet. As Egan wipes sweat:

EGAN

A man could be burnt up in there.  
(gestures at incline)

Or he could've got tossed out along the way.

QUATRIN

Or maybe he just wants us to believe  
he didn't make it out of here.

Egan looks down the road.

EGAN

I still think Blueboy just picked up the  
scent of a passing rabbit here.

QUATRIN

(eyes the road)

Whatever he's tailing — the Madman will  
go the distance with him!

WHIP PAN TO:

EXT. TERRAIN - DAY - BLUEBOY, THE MADMAN

Blueboy runs across the open countryside — sniffing at the ground — coursing back and forth at times as he follows Solo's scent. Behind him, the Madman runs at phenomenal speeds, having no trouble staying with the dog. He makes an ominous, robot-like figure in the stark landscape.

The dog reaches CAMERA and scurries around, seeking the scent, WHINING in excitement. The Madman reaches CAMERA and stops. The heavy, faceless head turns as if scanning the landscape, his breath sounding noisily. After a moment Blueboy YELPS as he picks up the scent, then starts racing away. The Madman follows.

WHIP PAN TO:

EXT. BUNKHOUSE AREA - DAY - MED. LONG SHOT - P.O.V.

The truck still stands, partly unloaded outside the bunkhouse. The crated bodies are stacked on the ground near the vertical case of the Madman, its cover partially opened. Matt steps out of the bunkhouse and looks around. He sees three hands smoking and talking.

MATT

(shouting)

Hey... long as you got nothing to do, you  
can move that stuff down into the lab!

He gestures at the freight. As he returns to the bunkhouse, the Cowhands start, reluctantly, to carry the freight into a nearby barn.

CLOSE ON SOLO

He lies hidden in the brush, watching the bunkhouse area. His face and clothing reflect a hard trek. In the distance behind him, a dog is HEARD, HOWLING. Solo glances back — then down at his watch... notes the indicator pointing towards the corral. As he studies the baggage, his eyes narrow.

EXT. BUNKHOUSE AREA - DAY - MED. LONG SHOT - P.O.V.

CAMERA ZOOMS IN to HOLD ON a CLOSEUP of the Madman's case. The door is partially opened, revealing that the case is

empty... the black lining showing indentations of the Madman's form.

BACK TO SCENE

Solo rubs his Jaws thoughtfully. Behind him Blueboy is HEARD BARKING in the distance.

VERTICAL PAN TO:

Joe walks past a number of doors. Behind him, the lab attendants roll the dolly out and off in the opposite direction. CAMERA PULLS BACK before Joe as he passes a series of closed doors. As Joe reaches a door numbered "10", he encounters Blasingame standing, watching as a Guard unlocks the door. A second Guard waits with him. CAMERA STOPS with Joe.

JOE

They're waking up the girl for tests. One of us had better oversee the examination, or she may upset Eli.

BLASINGAME

You stay with that. I need a little pow wow with the snoop Quatrain and Egan brought in ...

The Guard has unlocked and opened the door, revealing Illya crouched to spring from inside. Seeing the number of men outside the door, Illya grins wryly as he straightens up and backs away. The room has no furnishings.

BLASKINGAME

(continuing )

Going somewhere, Son?

ILLYA

Oh, I thought I might take in a movie.

BLASINGAME

The good news is, there ain't a picture in town  
worth seeing.

(starts into the room)

Now here comes the bad news ...

As the Guards start to follow him:

JOE

Where's Sally?

BLASINGAME

Eli's checking her blood factors.

WHIP PAN TO:

INT. GLOVE BOX ROOM - DAY - ELIAS, SALLY

The open area of the Glove Box Room has corridors leading out on opposite sides. It is full of equipment for measuring, computing, etc. A cooler-water fountain is hooked up near one door. A red-keybox is mounted near the opposite doorway.

The sealed area contains the usual working tables and equipment — stacks of enclosed Petri dishes, vials, and containers —compartments of laboratory animals, etc. The red keybox in here glows from some phosphorescent source. Everything in the room can be reached by the articulated claws or by extending one's arms through the gloves that are sealed to the separating wall. The red overhead pipes run through both areas. A very modern electron microscope with a video screen enlarger rests on wheels near Elias and Sally. Sally holds a cotton pad against her arm where some blood has just been drawn. The Doctor is shaking up the blood sample in a test tube, then drawing out a minute amount of it to smear on a sample plate. This through their dialogue:

ELIAS

... and so the problem is, how to give everyone this natural immunity that some people are born with. Mind you, inoculation doesn't work. The Z only takes hold if dispersed through the air.

SALLY

Then why not just spread it like an infection?  
That would immunize everyone.

ELIAS

Because that would kill those already immunized. You see, the Z exists only in minute quantities in their blood ...hiding as part of some X chromosomes. Exposure to the airborne Z radically reverses the balance — making it dominant over the X. The skin cells enlarge and — seals the entire skin surface.

SALLY

(reacts)

Then an airborne dispersion could kill more people than it would save!

ELIAS

Exactly! And those saved better not get a second exposure or they too become subject to the Z dominant effect.

He places the slide into the electron microscope, switches in on, and looks at the projection on the screen. The X and Y chromosomes appear. Some of the X's have a small hook at the base. Elias indicates the hooks as he talks.

ELIAS

(continuing)

Let's see how your blood stands. Ah... there! You're one of those with a natural immunity. See there... that little hook behind those



X chromosomes! That's the Z factor.

SALLY

(doubtful)

Somehow — I don't feel relieved. Joe said something about some immunization you've developed. To protect us in the event of a second exposure.

ELIAS

(flicks off switch)

Yes — but... it hasn't been fully tested. In any event, it requires inoculation. We'd never get everybody.

(taps glass)

So, until we develop absolute controls, we keep our little friends sealed in the glove box.

SALLY

Glove boxes have been known to develop leaks.

ELIAS

(indicates key boxes)

These key boxes are treated to glow if they leaked out to here. An alarm would also sound.

SALLY

An alarm won't stop anything! If they ever spread to above ground, there'd be a plague...

ELIAS

(interrupts)

They'd never leave the silo!

(indicates red pipes)

The silo is honeycombed with this system.

(shows key on a neck chain)

This key — turned in that lock...

(indicates red key box)

... releases a sulphuric acid mist throughout the silo. It would destroy every living organism below ground.

SALLY

That would kill everything alright. Including us.

ELIAS

It won't come to that! And think of the good if we succeed. Well — I'm finished with you. Would you send Joe to me now. He's somewhere on this level.

SALLY

All right.

She exits into the corridor.

REVERSE ANGLE TOWARDS OPPOSITE CORRIDOR DOOR

Elias turns back to examine the glove box — frowning. He steps closer to the glass, not seeing the door behind him open silently as Solo slips in. The agent wears a lab coat and carries a clipboard under which he holds his gun flattened against the bottom. Solo looks thoughtfully up at the red pipes overhead. Elias jumps, startled at the sound of Solo's voice.

SOLO

The question is — how do we let the sulphuric acid loose in just the glove box area?

ELIAS

We don't and who are you?

SOLO

That's not important, Dr. Wakefield.  
(at glove box)

The important thing is to destroy everything in there!

ELIAS

Don't talk like an idiot! Say, how did you get in here anyway?

SOLO

(ignores question)

I don't believe Blasingame has put you all the way into the picture. That Vermont 'accident'... wasn't! It was a test of your brainkinder there... to see if your immunization vaccine worked on a select few. .

Elias is disturbed — worried by his own suspicions. He stares into the glove box.

ELIAS

I... I don't believe that.

Solo lifts the gun clear and points it at Elias.

SOLO

I can't waste time convincing you. That key please.

Elias reacts, his hand going to the key on the neck chain.

ELIAS

No! You'll kill everyone in the silo!

Solo moves beside him so both are looking into the glove box.

SOLO

Hmmm... if we reach that claw up and rip down the pipe, the acid will spray only in that area ...

Before Elias can respond The Madman's arms suddenly reach into SHOT from behind Solo. One metallic arm encircles his chest, lifting him up into the air like a child. The other hand envelopes the gun, wrenching it free. The

Madman's breath, which he has been holding, is released, sounding loudly in the room.

#### FULL SHOT TO INCLUDE THE MADMAN

Elias spins around, reacting to the sight of The Madman lifting the helpless agent into the air. Solo's face contorts in pain as he struggles to free himself, pounding ineffectually at the encircling arm.

The gun is being bent and crushed in The Madman's other hand. In desperation Solo reaches up over his back and grabs at the monster's head. As he yanks forward, the metallic head comes loose. Solo pulls off a mesh helmet revealing Pogey's face, sunk low between the massive shoulders. A dividing mask covers Pogey's eyes, and a scuba breathing device covers his nostrils, the tube stretching back over his shoulder to the oxygen tank that gives his back bulk. The other corridor door opens and Joe enters, followed by Sally. Both react to the scene as Elias steps forward to pound on Pogey's shoulder.

ELIAS

That's enough, you idiot! You'll kill  
him! I said stop it!

Joe leaps forward to help.

JOE

Pogey! Darryl will want him alive!

Pogey hears and loosens his grip. Solo drops, gasping for breath as he slumps to the floor. Pogey reaches up to strip the glass and oxygen masks from his face as he eyes the fallen agent.

ELIAS

Who is this man?

JOE  
He's a troublemaker — been bothering  
us for some time now.  
(to Solo)  
How did you find this place?

Solo gasps without answering.

ELIAS  
What did happen in Vermont, Joe? The truth!

JOE  
(hesitates)  
Talk to Darryl! He can explain it all!  
(to Pogey)  
Put him in with the other one, Pogey.

As Pogey starts to reach for Solo, the agent forces himself to his feet. Joe gestures towards the corridor.

SOLO  
(as he starts out)  
Think about it, Doc.

He exits, followed by Pogey, carrying the helmet, the oxygen mask tossed loosely over his shoulder. Joe tails behind. Alone, Elias and Sally exchange disturbed looks.

SALLY  
Excuse me. I... I'll go to my room.

She moves quickly out into the corridor after the others. Elias turns to stare grimly into the glove box.

INT. CORRIDOR - PULL SHOT - SOLO, POGY, JOE

CAMERA GOES with them as they walk through the corridors, and open areas of the silo, occasionally passing

guards or lab technicians who eye them in curiosity. Solo nurses his bruised ribs as they go. He glances back at Pogey's head, half buried between the massive rise of metal shoulders.

SOLO

Let's see if I can guess. Pogey. You were a hundred pound weakling who tired of having sand kicked in your face by two hundred pound bullies.

POGEY  
(smiles)

Not really, Mr. Solo. There are a series of harnesses built into the suit. Pulleys and motors that pick up and enhance muscle movement. They're called Manual Assist Devices.

SOLO

M A D! Mad! Hence... The Madman — I see.  
(glances back)

Scuba tank and mask for defense against gas attack. Chubb armor to deflect bullets. Very formidable, Pogey.

CAMERA HOLDS in an open area as the trio moves out of scene. After a moment, Sally cautiously steps into scene, evidently following the trio. She hesitates, looking about to make sure no one has noticed that she is following, then moves out of SHOT.

CUT TO:

INT. CORRIDOR AREA - GUARD

An armed Guard stands before the door marked "10". Solo, Pogey and Joe walk down the corridor to the door.

JOE

Open it!

The Guard reaches to open the door. At a gesture from Pogey, Solo enters.

INT. CELL ROOM - ILLYA, BLASINGAME, GUARDS, ETC.

Solo enters to find a bare, steel room. The breaks in the solid wall are for light fixtures, the door, and a twenty-four inch grill set in the ceiling for air (as well as red overhead pipes). Blasingame leans against a wall — the two Guards hover over the beaten figure of Illya who lies sprawled on the floor. Solo's face reflects anger as he sees Illya. He quickly crosses to kneel beside the Russian as Pogey and Joe enter .

SOLO  
Illya...?

Illya opens his battered eyes and looks at Solo ...at Pogey.

ILLYA  
Ah, Napoleon. Your plan has worked!  
You've gathered them all into your trap ...

Blasingame is on his feet, smiling delightedly.

BLASINGAME  
Now if that ain't pullin' pop out of a rubber boot!  
Look'a now who we got us. You wouldn't believe  
how stubborn your friend here was about telling  
us your whereabouts.

Solo helps Illya to sit up.

SOLO  
He didn't know I was going to drop in.

BLASINGAME  
The question is — how did you know to?

No answer.

BLASINGAME

(continuing)

Don't make it your turn in the barrel, Son.

SOLO

This way won't get you answers.

His eyes meet Blasingame's. Blasingame sees he means it — shrugs — grins.

BLASINGAME

I suppose we can work up something  
with drugs after all.

(to Joe)

You search him?

POGEY

(quickly)

I... took his gun.

BLASINGAME

Clean him out. And I mean everything! He's slick!

There is an awkward silence. Joe steps forward and quickly goes through all of Solo's pockets... emptying them of his wallet, money, keys, the cigarette case "radio", etc. As he pulls out Solo's change, a number of loose coins spill to the floor and are ignored. When he steps away, Blasingame holds out his cupped hands and Joe dumps the contents into them. Blasingame notices Solo's wristwatch and nods at it. Joe unbuckles the watch and dumps it on top of the pile.

BLASINGAME

(continuing)

I'll go through this and see if it tells us anything  
worth the while. If it don't, I'll be back with some  
stuff to help loosen your mouth.



He steps to the door. A Guard opens it and the group files out leaving Solo and Illya alone. As the door is shut and locked, Solo turns back to Illya.

SOLO

They do much damage?

ILLYA

Nothing of consequence. Does Uncle know of this place?

SOLO

No.

ILLYA

Then we are on our own.

SOLO

Not quite. Sally is out there. She may be able to help.

CUT TO:

INT. CORRIDOR SECTION - FULL SHOT

Blasingame, Joe, Pogey and the Guards are clustered outside the door.

BLASINGAME

You can get out of the suit, Pogey.

(to Guards)

Two men on this door at all times.

JOE

Better talk to Eli!

(gestures at door)

That man fired him up about Vermont .

Pogey walks away down the corridor, passing Sally as she appears, innocently walking towards the group.

BLASINGAME

Did he now? You know, it's getting to the time when we have this out with Eli.

CLOSE ON WATCH

in Blasingame's hand. Unnoticed, atop the pile of Solo's effects, the indicator turns as Sally approaches.

JOE'S VOICE

Be careful. He'll do almost to be allowed to continue his work. But I worry about the "almost" part.

BACK TO SCENE

BLASINGAME

We don't need him that much now!

(sees Sally)

Howdy, girl! Got everything you need?

SALLY

Remarkable. You've created a whole town under the ground.

JOE

Where are you going?

SALLY

I... I was looking for something to eat.

JOE

Come on. I'll show you the dining room.

He takes her arm and starts away. Blasingame glances down at the double handful he holds as he starts to turn away.

CLOSE ON THE WATCH

The directional indicator turns slowly, counter-clockwise following Sally as she passes.

BACK TO SCENE

Blasingame frowns down at the watch. He looks over at Sally and Joe as they start away — then back at the watch.

BLASINGAME

Say... Sally.

She stops.

BLASINGAME

(continuing)

Would you come here for a minute?

She looks puzzled, but walks back with Joe at her elbow.

SALLY

What is it?

Blasingame watches the dial move back as Sally returns. As she watches him, Blasingame steps around her, his eyes on the watch, staring at the indicator which stays constantly pointed at Sally.

BLASINGAME

How well do you know that trespasser  
they just caught?

SALLY

(sensing disaster)

I don't! I mean — I think I did see  
him yesterday — at that affair of yours.

BLASINGAME

What did he give you that this gadget homes in on?

SALLY

I don't know what you...

She stops as Blasingame grabs her arm — manipulating her wrist around the watch he holds so that the indicator follows.

JOE  
(angry at Blasingame)  
Cut it out, Darryl...

BLASINGAME  
Shut up you damn fool! She's in with them!  
This is how Solo followed us!

He demonstrates the watch indicator. Joe looks at Sally, his features reflecting betrayal.

JOE  
You... did this... to me?

SALLY  
(pleads)  
Joe... you don't know what he's trying to do...

She never finishes as Joe angrily slaps her. Before he can follow up, Blasingame grabs his arm.

BLASINGAME  
(to Sally)  
I'm afraid Joe don't take to rejection too well.  
(to Guards)  
Lock her in with her friends!

The Guards unlock the door — open it — and Joe grabs her and shoves her inside.

INT. CELL ROOM - SOLO, ILLYA, SALLY

As Sally is flung in the door is slammed and locked behind her. Solo catches Sally to keep her from falling. He can tell from her expression that she has been exposed.

FREEZE FRAME

FADE OUT.

END OF CHAPTER VII

CHAPTER VIII

“ALL’S WELL THAT ENDS... WELL...?”

FADE IN:

INT. CELL ROOM - SOLO, ILLYA, SALLY

Sally sits on the floor, crying as Solo sits beside her, an arm around her shoulder. in commiseration. Illya is slumped in a corner, checking the bruises on his face. Solo throws Illya a look, indicating Sally. Illya shrugs.

SOLO

(to Sally)

Now, come on, Sally. I’m sorry I got you into this, but — we’ll get out of it. Illya and I have been in much worse situations... haven’t we, Illya?

ILLYA

For instance?

SOLO

(a dirty look)

See — he hasn’t lost his sense of humor. Look - Illya has been in here longer than either of us - and I’m sure he’s thought of something.

(hard, to Illya)

Isn’t that so, Illya?

ILLYA

Well... as a matter of fact... I had been looking over the room —before they came in to question me. Obviously it was never meant to be a prison.

(looks up at grill)

Although we are locked in here, fresh air keeps circulating.

(points)

From the duct in the ceiling ...

SOLO

(quickly)

Yes, indeed. And the opening looks just large enough for someone to crawl through. Look up there, Sally.

She continues to cry.

SOLO

(continuing)

Hey, where's the steel you showed the other night when you saved me? There was more to be afraid of then.

SALLY

(through tears)

I'm not afraid! Oh, I am —but that's not why I'm crying ...

SOLO

What is it then?

SALLY

It's just — I'm such a damn fool about men! I thought Joe really cared about me! And... he didn't... He just wanted... me, you know. But he didn't care a bit.

Solo and Illya exchange looks. Illya almost sighs wearily. As Solo pats Sally's back reassuringly, Illya rises and crosses to stand under the air grate, studying it. Her crying subsides. Illya reaches down and finds one of Solo's fallen coins on the floor.

SOLO

Then he's the damn tool, lady! And you demean yourself by crying over him! When we get out of here, you and I are going to sit down, and have

a long talk about what a spectacular human being  
you are. But meanwhile...

(to Illya)

What will it take to get us out of here, Illya?

ILLYA

(studying grate)

I think a dime will do it.

CUT TO:

INT. CELL ROOM - CLOSE ON GRILL - DIME IN HAND

Illya's fingers clutch a dime which he is using to loosen the screws holding the grill in place.

CAMERA PULLS BACK to HOLD on a FULL SHOT revealing that Illya sits on Solo's shoulders, loosening the grill set in the ceiling. Sally stands beside him, watching anxiously.

ILLYA

This is the last screw!

SOLO

(grunts)

As Henry James would say — turn it!

Illya loosens the screw and catches the grill so it doesn't fall. He lowers the grill to Sally. She takes and sets it on the floor. Illya grips the open mouth of the air vent and pulls himself up, disappearing into the opening. Solo arches his back in relief, watching the dark opening above. After a moment Illya's head appears in the opening.

ILLYA

It's the main ventilation system for this lower floor. We can follow it to some empty room, and break in... perhaps.

Solo props himself below the opening, offering Sally his bent knee and proffered hand. Sally takes his hand and steps onto his knee, then balances precariously as he urges her to step onto his shoulders.

SALLY  
(to Solo; referring to her skirt)  
Don't look up.

SOLO  
(struggling to balance)  
Word of honor ...

Illya reaches down and helps pull Sally up into the opening. As she disappears, Solo straightens and looks up. Illya reappears in the opening, his arms reaching down. Solo jumps high, and they grab each other's forearms. Illya backs up, lifting Solo a few inches so that the agent can reach into the opening and get a hand hold.

INT. CONDUIT - SOLO, ILLYA, SALLY

The Air Conduit is large enough for Sally to sit upright as Illya helps pull Solo up. The passageway reaches out into darkness broken by patches of light where it opens over the various rooms in the complex.

SOLO  
(whispers)  
No noise.

He starts crawling along the passageway. Sally follows with Illya bringing up the rear. CAMERA MOVES with them as they crawl along, passing over various grills with some care.

CUT TO:

ELIAS' QUARTERS - BLASINGAME, ELIAS



Elias' quarters consist of one of the large rooms equipped with old, comfortable furniture. A desk to one side is loaded with papers, etc., with a pushbutton communication device on the desk. Elias and Blasingame are in a tense argument.

ELIAS

You lied to me, Darryl! From the beginning!

BLASINGAME

Hardly, old sport. Sooner or later what you found had to be put to use.

ELIAS

To save people! Not kill them!

BLASINGAME

Everybody dies, Eli. All that's negotiable is the time, the place and the how come. Now, I put the best part of a fortune into this place and your work!

He crosses to Elias' desk and reaches for the intercom.

ELIAS

(continuing)

You cannot equate this with money!

BLASINGAME

Hell, I can't! That's all there is! Which of these gadgets buzzes my digs?

ELIAS

The second switch! Why?

Blasingame flips the second switch on the intercom.

BLASINGAME

(into speaker)

Hey, Pogey! You there?

POGEY'S VOICE  
(over intercom)  
Yes, Mr. Blasingame.

BLASINGAME  
Get out the file on Eli's project! Including  
what it cost to build this place.

POGEY'S VOICE  
Yes, sir.

CAMERA PANS UP to the overhead air grill in the ceiling.

ELIAS  
You don't hear anything you don't want to  
hear, do you? Your money doesn't matter.

BLASINGAME  
Oh, it mattered plenty when you wanted it!  
(gestures)  
You ever come out of your antiseptic lab and  
take a good look at the world out there! Boy -  
it ain't too good! And down the road it gets worse!

INT. CONDUIT - SOLO, ILLYA, SALLY

Solo is crawling cautiously to the edge of the grill. Solo rests at the edge of the grill, looking down into Elias' room. The others crouch in silence behind him.

INT. ELIAS' QUARTERS - BLASINGAME, ELIAS - THROUGH GRILL

ANGLED DOWN through the grill, Elias and Blasingame can be seen in heated discussion.

ELIAS  
You can't improve things by massacring  
twenty percent of the population -

and tyrannizing the survivors!

## BACK TO SCENE

Solo gestures to Illya to indicate he is going to drop into the room below. The agent swings around to a sitting position then raises both legs over the grill, preparing to crash it out.

## BLASINGAME

What is this “tyrannizing”? Name calling! Eli — it’s coming up time where there’s no avoiding the business of choosing. Who, and how many, are gonna sit on this planet? It’s going to have to be done ...

Solo crashes to his feet upon the grill, loosening it.

## INT. ELIAS’ QUARTERS - ELIAS, BLASINGAME

The two men spin, startled, looking up as Solo kicks again quickly. The grill falls to the floor taking some plaster out of the ceiling with it... followed almost immediately by Solo. Blasingame recovers and darts towards the door but Solo rolls to his feet and intercepts him, grabbing his arm and hurling him back against the desk. Illya helps lower Sally into the room, then drops down himself. Illya carefully opens the door to check the corridor through:

## SOLO

Now... we’re all going to take a quiet stroll back to that glove box room!

## CLOSER ANGLE - BLASINGAME

He is leaning over with both hands on the desk, recovering. Quickly, surreptitiously, he flips the second lever connecting to his headquarters. His head is over the speaker as he talks.

BLASINGAME

Where do you think you can go Solo? There are guards all over this place. You'll be grabbed when you try to get out.

BACK TO SCENE

SOLO

And what do you think we'd be doing to you while your people are grabbing us?

BLASINGAME

Kill me? That don't hit me as your style.

Solo sees a letter opener on the desk and picks it up. He jabs it lightly against Blasingame's ribs.

SOLO

Styles are always changing. Now let's move out!

BLASINGAME

(towards intercom)

Whatever it takes — you won't be allowed to destroy our work in the glove box. Solo grabs Blasingame's arm and, concealing the letter opener as he jabs it against the older man's waist, forces him to the door.

Solo grabs Blasingame's arm and , concealing the letter opener as he jabs it against the older man's waist, forces him to the door.

ILLYA

(to Sally)

You and the Doctor right behind them! I'll go last.

Solo opens the door. Blasingame shrugs and steps out with Solo quickly following.

INT. HALLWAY - THE GROUP

Elias and Sally come out behind Solo and Blasingame — then Illya. A lab technician comes out of a room, nods politely at the group, then hurries away. Blasingame grins and starts walking with Solo beside him holding the hidden letter opener jabbed into his waist. Sally and Elias follow, with a wary Illya at the rear. CAMERA PULLS BACK before them as they walk through corridors, open areas, etc. Along the way they pass technicians and guards, none of whom are aware that Blasingame and Elias are prisoners of the others. As they go:

BLASINGAME

How'd you like a million dollars, son?

SOLO

Just fine.

BLASINGAME

It's yours, you know, it we just forget this little walk. Not that you're really gonna do any damage.

SOLO

You just like to give your money away.

BLASINGAME

I just like to hedge my bets. How about it?  
A cool million?

SOLO

I tend to think of the sum as a "hot" million.  
Anyway — forget it. I could never explain it to my friends.

Blasingame is silent momentarily as he thinks.

BLASINGAME

Don't like my style, huh?

SOLO

Not even a little.

BLASINGAME

You just want to lay back and wait for old Malthus' theory to take over again?! I had the best minds around today figurin' this out! That's what this Twenty-First Century Group is all about. Planning tomorrow! Making it happen!

SOLO

I liked Mogul better when it was only trying to rake in all the money in the world.

BLASINGAME

(right through)

It's all been worked out, son! We got people ready to take over once we got everybody standing up at attention and saluting! There'll be enough for everybody and just enough everybodies to make it work. We're ready to move, now that we got us an inoculation to protect our own Group. You can be one of us!

SOLO

Thanks but I wouldn't fit in with the other kids.

BLASINGAME

(a snarl)

You don't have any answers for the problem, do you!

SOLO

The answer is the same one it's always been. Sharing better. Sacrificing a little by those

who have too much. Educating those with too little. Restraint on the part of all. Respect, and awareness of one another ...

BLASINGAME

(a sneer)

You left out the sermon on the Mount.

SOLO

That too.

CAMERA HOLDS, PANNING the group past to the door that leads to the glove box.

INT. GLOVE BOX - JOE, LOUISE

Joe is in the glove box room working on Joan, who sits passively near the doorway. She seems partially drugged as she stares, almost vacantly. Joe scrapes some of her skin, transferring the sample to a Petri dish. The door to the opposite corridor is propped open as Solo, Blasingame, Sally, Elias and Illya enter. Joe looks up, his face showing no expression as he transfers the Petri dish to the platform of the nearby electronic microscope. Illya quickly crosses to Joan, pushing Joe aside... the Russian examines her glazed eyes.

JOAN

(numbed)

Help... me... please ...

ILLYA

It will be all right now.

Elias, Blasingame, and Joe are nearer the opposite door which is propped open. The key box is near this group.

SOLO

You're taking this very calmly, Joe.

JOE  
Pogey... !

The open door is pushed from behind.

As it swings away from the wall, The Madman is revealed, startlingly, standing behind it. Blasingame grabs Elias' arm and pulls him behind The Madman. Joan whimpers in benumbed helplessness. Illya lifts her, pushing her into Sally's arms behind them. Solo's eyes dart, looking for a weapon.

BLASINGAME  
You should'a took my offer, Solo.  
(to Elias)

Time you had a look-see at your discovery  
in action, Eli! (to Madman) Pogey — send  
them through the system to the other side  
of the glass there.

ELIAS  
You can't do that!

CLOSER ANGLE - FEATURING SOLO AND ILLYA IN F.G.

SOLO  
(soft, to Illya)  
Knock over the cooler. Then get the  
women out of here!

Illya shows no reaction as he shifts slightly to get closer to the water cooler. Solo steps towards the electron microscope platform.

JOE  
(to Elias)  
You'd better get with us, Eli. Because I'm  
just about ready to take over and run this  
place without you!



## BLASINGAME

That won't be necessary, Joe. Eli will do his bit. Pogey ...

SOLO  
(sharp)  
Now!

Solo and Illya move simultaneously. Illya lifts a foot, places it against the side of the water cooler, and shoves violently. The cooler tips over, breaking loose from the wall so that water gushes out into the room. Solo grabs the electric cable leading to the electron microscope and yanks violently, pulling it free of the machine, exposing the live wires at its end. Illya forces Sally and Joan out of the room and down the corridor.

As The Madman steps forward, Solo shoves the microscope platform, rolling it against the advancing figure. Blasingame and Elias retreat to the opposite doorway as The Madman lifts the platform into the air. He and Joe stand in the spreading pool of water. As The Madman turns to hurl the platform at Solo, the agent tosses the live ends of the wire towards the water and leaps back out of the room. He runs off, as the wire hits and sparks fly. Joe is thrown against a wall. The Madman spins around, sparks flying from the metallic suit. The platform slams against the glove box window, smashing it. The shock carries The Madman through in a spastic, superhuman reaction that smashes vials, Petri dishes, etc., leaving him hanging there, spraying sparks. Blasingame and Elias react in horror as alarms start to WHOOP (CONTINUING THROUGH SEQUENCE). They back out of the room, turn and flee through the opposite corridor in terror. CAMERA MOVES IN to HOLD on the key box. It starts to glow in ominous phosphorescence.

CUT TO:

INT. OPEN AREA - FULL SHOT

The SOUND of the alarm explodes the occupants of the silo into panicked flight. Guards and attendants run wildly to the elevators and stairwells. Illya and Sally appear, running down the corridor, half-carrying Joan between them. Solo follows, CAMERA PANNING with him, then HOLDS on a key box as he passes. After a moment, the key box starts to glow as the virus reaches it.

CUT TO:

INT. CORRIDOR - ELEVATOR

The door of the antiseptic elevator opens and those in the crowded hall jam into it. As the door starts to close, two attendants try to cram in. They are shoved away by the crowded occupants. The door shuts as Illya, Sally, Joan and Solo run up. The two attendants rush to open a stairwell door, hurry through, and race up the stairs. The four follow. As the door closes behind them, CAMERA MOVES IN on the key box near the door. The key box starts to glow.

CUT TO:

INT. RECEPTION AREA - DAY - MATT AND OTHERS

Matt is on his feet, staring in terror at the door to the laboratory as the alarm continues to SOUND. The inner corridor is filled with a panicky crowd fleeing the silo. The door opens and they crash out. As Quatrain starts to run by Matt grabs his arm.

MATT

What happened?

QUATRRAIN

That stuff is loose! Let go!

He wrenches free and rushes out with the crowd. Matt, frightened now, turns and flees with the others, leaving the room empty. A beat, then the two attendants that Solo and his companions had followed appear in the corridor. They run wildly to the door, open it, rush through and out of the reception room. A beat, then Solo, Illya, Sally and Joan appear. The two agents are now half-carrying, half-dragging the exhausted Joan. They pull her to the door and through into the Reception Room. She sinks to the floor as the door closes behind them.

JOAN  
Can't go...

ILLYA  
And to where would we run?

Solo looks at the glassed door.

SOLO  
The Z factor should stay sealed in the silo.

SALLY  
Only for a while. They'll filter out of  
there in time ...

Beyond the glass, Elias appears, moving slowly as he examines the back of his hand with some interest. Blasingame, exhausted, follows, staggering in his terrified flight. Elias reaches the door — and stops. He looks through the glass at the group beyond. His voice is filtered mechanically through a loud speaker.

ELIAS  
I'm glad you made it. Bolt the door.

BLASINGAME  
(screams as he comes up)  
No!

Elias shoves Blasingame away from the door. He nods at the key box in the passageway.

ELIAS

Too late on this side.

CLOSE ANGLE - THE KEY BOX

It is starting to glow.

ELIAS' VOICE

They're already here.

BACK TO SCENE

ELIAS

Bolt it! They must not get beyond this point!

Solo is reluctant to bolt the door. Illya moves past him and pushes the bolt home. Blasingame tears at the doorknob from inside, almost crying in his fear. Elias reaches to remove the key from around his neck. As he holds the key, he stares at the back of his hand in wonder. Blasingame sinks to the floor, out of sight. Elias holds his hand up to demonstrate. Large areas of his skin are becoming transparent.

ELIAS

(continuing)

It's a quite fantastic reaction. Really ...

He is growing weak. He stumbles to the key box — fumbles to insert the key — finally manages. He turns the key, opening the box to reveal a switch. He takes a final look at the back of his hand in wonder — then flicks the switch. As he sinks to the floor, a fine, smoky mist starts to spray out of the red pods in the overhead pipe, obliterating everything beyond the door from sight.

MED. SHOT - SOLO, ILLYA, SALLY

Sally, deeply moved, turns her face against Solo's chest as he holds her protectively. Illya turns away from the fine spray of milky cloud beyond the glass door. Joan shuts her eyes numbly.

ILLYA

I suppose we can go home now.

WHIP PAN TO:

EXT. PLANE IN FLIGHT - DAY

To ESTABLISH a commercial plane flying East.

CUT TO:

EXT. WHEELS ON TOUCHDOWN - DAY

The wheels of the jetliner touching down in landing.

WHIP PAN TO:

INT. WAVERLY'S OFFICE - DAY - FULL SHOT

Waverly is reading a report as Solo, Illya, and Sally watch. Waverly puts the report down with satisfaction.

WAVERLY

Satisfactory! Most of the occupants of the silo have been picked up. There seems to be no one in the group capable of duplicating the work of Dr. Wakefield. His secrets died with him.

SALLY

(shudders)

I suppose it's the best way for it to be ended!

SOLO

All's well that ends... more or less well ...

The door opens and Dov and Helga enter.

DOV

Our advance force has shut down the Twenty-First Century Projections Group in Dallas. Everything is on hold there as you ordered, sir.

HELGA

Dov and I will leave now to fly there. We shall comb through their projects and see what is benign enough to be extractible. What shall we do about... any antisocial developments?

WAVERLY

Destroy them!

ILLYA

Don't be too hasty with that Manual Aid Device. It has potential, that harness.

WAVERLY

(to Sally)

Well, it's finished, Miss Donen... and we cannot thank you enough. We might have failed without your help. I suppose you'll want to go back to your old Job now?

SALLY

Yes. There's a backlog of work waiting for me.

SOLO

(interested)

That great pile of lipsticks in your apartment... I suppose you'll have to subject all of them to field tests?

SALLY

Yes — of course.

SOLO

I'll... take you home.

He starts for the door with her, stopping as:

ILLYA

If the job becomes too large and you find the need to put more men on it, please call me.

SOLO

Won't be necessary, old man.

Tucking his hand under Sally's arm, Solo starts to lead her out of the office as the others smother grins.

FREEZE FRAME.

FADE OUT.

THE END